

"Once Upon A Time..."

Screenplay

by

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Blackness. The wind KEENS. SUPER:

"Once upon a time, long, long ago,
there was a Kingdom . . ."

FADE IN:

EXT. XUL NIMRAITH - NIGHT

Large bats flap across ruined black earth. Dust devils dance eerily among human and animal bones, some of them impossibly huge.

Lava bubbles around a towering black crystal obelisk -- lightning forks through the sky. Mystic sigils burn in the air around the shaft. There's a statue on top --

-- of a pixie-like child. In its upraised hands is a blood-red jewel. OS HOOFBEATS . . .

Six cloaked riders gallop across the sea of bones and through a giant rib-cage . . . past seething fissures and rein in on a ridge.

SINGH, the leader, uncovers his forehead. An orange gem blazes in his brow chakra, and SOUNDS a discordant NOTE. THUNDER...

Singh forces his skittish mount across a basalt bridge above the lava. The others watch nervously.

Singh's horse rears, its eyes wide in fear -- he struggles to calm it as the earth trembles violently --

The others react in terror as fire erupts from fissures around them.

The GUARDIAN rises from the moat -- a huge hybrid spider-dragon -- wreathed in fire -- it ROARS. The Riders fight to control their terrified mounts --

Singh gestures wildly -- faint shimmers of energy dance in the air around him. His horse rears and bucks frantically --

SINGH
AKKAB'BAR-HAKH! ZURAB H'UKSHIH!
YA MUKH DA --

The Guardian's dripping mandibles snap shut around Singh and his horse.

The Riders try to flee. Huge BATS swarm down and tear at them with razor-sharp fangs!

The Guardian's saliva corrodes the ground as it raises its head. The riders are reflected in its dozens of eyes. They scream in terror, assaulted by the devil-bats.

The Guardian lunges -- and writhes in agony. It EXPLODES in burning flesh, chitin and smoking entrails. It's smoldering skeleton crashes down onto the bridge.

Singh rises from its remains, shaken and burned. His horse lies in a smoking heap at his feet. He turns, and almost as an afterthought, hurls a magical blast at the bats. They flee. The other riders fall to the ground.

In Singh's ruined face is a gleam of malignant triumph.

EXT. THE OBELISK - NIGHT

Singh croaks a spell. Dark magic crackles around him. Lightning racks the sky.

The Riders drip blood from their forearms into an earthen bowl.

Singh raises the bowl and hurls it against the obelisk. The blood splatters and flows rapidly upward as it is absorbed by the shaft. The Riders scream and writhe in pain, suddenly aging --

Lightning and THUNDER rack the heavens.

The obelisk vibrates -- the fiery sigils swirl around it -- faster and faster --

The statue on its apex glows. Its features warp . . . become feral -- the bloodstone blazes . . .

Dark magic CRACKLES up and down the shaft. It trembles violently -- cracks appear --

Singh stands before it, his bony arms raised. He shouts a spell, lashed by the wind.

The Riders fall to their knees, withering . . .

-- the obelisk EXPLODES! They're hurled away -- their mouths open in soundless agony --

Green flames belch into the sky. HOWLING demons erupt out of the ground --

LORD DARKCHYLDE rises with a SCREAM of triumph! The bloodstone blazes like a dark sun in the center of his throat.

Singh and the riders tumble in the maelstrom -- skin is torn from their bodies -- limbs twist and deform -- blood and vital fluids evaporate!

EXT. XUL NIMRAITH - NIGHT

Dark shockwaves pulverize everything in their path.

Great pits belch fire . . . smoke blots out the skies.

Mountains thrust up through the earth --

The riders emerge -- transformed into the ghoulish SHADOWMEN -- astride bat-winged HELL-BEASTS with flaming tails and manes. As they soar away, a twisted mountain-fortress rises . . .

The HOWLS and WAILS build to a deafening crescendo which becomes --

EXT. FOREST - DAY

The SOUND of REED PIPES. Fauns romp through shafts of golden sunlight, the air's full of glowing FAIRIES. Animals both mundane and fantastic graze beside sparkling streams.

A Unicorn raises her head . . .

Animals look up, sensing something in the air . . .

They move toward the edge of a ravine . . . across an expanse of woods and meadow a wall of DARKNESS approaches. Distant HOWLS and SHRIEKS roil in its depths. Birds and animals flee before it . . .

. . . many of them fall to earth, writhing and mutating.

The earth turns gray, brittle . . . poisoned. The scene is taken in by

. . . PRINCESS JOVITA (JUVY) T'SAN CHIARA, a beautiful Elf of eighteen summers.

She removes her leather and mail headgear. Behind her stand six G'ANZIR -- Elf ninja. She tears her eyes away, and speaks to them in Elvish.

EXT. A WOODED ROAD - DAY

Colorful birds are startled into flight as the G'anzir gallop out of the woods and across a lush meadow.

EXT. FOREST GLADE - DAY

A tiny fire lizard hovers like a hummingbird, CHIRPS happily. Hundreds of them leave dazzling after-images in the air as they fly . . . others doze and sunbathe on the rocks by a waterfall-fed brook.

Several eyes peer out of a nearby thicket. A twig SNAPS!

LEXIS (OS)

Shhh!

Twelve BANTI creep out, in forest camo of leaves, grass and twigs. These ragged pixies have an air of quiet desperation, and many carry nets and well-patched sacks.

LEXIS -- stern, no-nonsense -- leads. KIMI, his 10-year old son, crawls beside him, miserable. He starts to speak, Lexis stops him with a look.

A fire lizard head pops up --

The Banti freeze and seem to magically blend with their surroundings.

The fire lizard settles down with a sigh, tiny smoke rings puff from its nostrils.

The Banti creep through clover and grass stealthily. Nets and sacks inch into position . . .

Kimi hangs back. He sneaks a slingshot out, loads a pea -- and fires it at a pudgy Banti -- who yelps as it hits him in the seat of his tattered pants!

The fire lizards swarm awake. The Banti shout and chase them frantically.

Kimi quickly pockets the weapon, looks innocent.

LEXIS

Don't just stand there, boy -- at 'em! At 'em, I says!

Kimi reluctantly joins the chase.

The pudgy Banti grabs at two CHATTERING fire lizards. Kimi "accidentally" stumbles and trips him. The hapless Banti rolls down a hill into the stream. The fire lizards dart off like a swarm of jewels.

Kimi watches, relieved.

KIMI
They're getting away . . .

LEXIS
Korbis -- Yatko -- quick, lads --
there! Kimi!

He tosses his net at a beautiful aqua specimen. It darts into the woods with Lexis in hot pursuit. Kimi hesitates, then dashes after him.

EXT. WOODS - DAY

The fire lizard CHATTERS as it zips through the trees. Both Banti are lashed and snagged by branches and brambles. Kimi jerks to a stop as his tunic snags. Lexis disappears into the brush.

KIMI
Ungh -- Papa -- wait -- Papa -- !

Lexis' YELLS, the fire lizard's CHIRPS recede into the trees. Kimi tears his tunic as he pulls free and runs after Lexis.

EXT. MOUNTAIN RIDGE - DAY

The fire lizard slips out from beneath Lexis' net. He climbs after it up the rocky mountainside.

EXT. ANCIENT RUINS - DAY

Huge, dark, brooding. Distant THUNDER. Lightning flashes on the horizon. Lexis chases his zigzagging prey past them.

LEXIS
Here! Stop! Ahhh -- come back,
ye little -- I won't harm ye!
Ye'll have a nice, cozy life --
yer very own cage -- Waaaiit --
Aaaargh!

It flits up the rocky slope. Lexis scrambles after it, panting and muttering.

EXT. MOUNTAIN RIDGE - DAY

Kimi stumbles out of the woods, alone and frightened.

KIMI
Papa? P - Papa!!!

THUNDER. Kimi looks up at the gathering clouds, frightened. In their depths vague forms twist and roil.

LEXIS (OS)

Aaaaaaagh --

Kimi jumps, scrambles up the slope.

EXT. ANCIENT RUINS - DAY

Kimi pulls himself up onto the plateau. He goggles at the massive, overgrown structures, towering statues and fallen towers.

KIMI

M'lorá . . .

An ivory sphinx crouches before a huge Temple carved out of the mountainside. Kimi stares at it, awed. He shivers . . . glances around. There's no sign of Lexis. He takes out his slingshot.

The Sphinx regards him with blank, impassive eyes.

Kimi edges past, his eyes riveted on it. He climbs the jumbled slope of masonry that leads to the dark doorway...

KIMI

P - Papa . . . ?

EXT. WOODS - DAY

Lexis jumps --

LEXIS

Waaaaaaghhhh!

-- and hits the ground hard.

The fire lizard makes a RUDE SOUND and flies off with a final flip of its tail. Lexis watches it, crestfallen.

LEXIS

Ahg! Ain't that just the way of it . . .

He dusts himself off sullenly. He suddenly looks around, alarmed.

LEXIS

Kim? Kimi?!

He scrambles up and runs down the slope. THUNDER.

LEXIS

KIMIIIIIIIIIII --- !

INT. TEMPLE - ANTECHAMBER

Kimi squeezes in between two huge stone blocks. He looks around a huge chamber full of massive sculptures of Gods, Warriors, Elves, Dwarves, and Monsters. A stone altar in the center of the chamber is bathed in a shaft of sunlight.

Kimi climbs part way onto it. Lizards and spiders scurry for cover. He brushes away some dust, leans in for a closer look at the carvings -- a HAND grabs his shoulder! He yelps, spins around --

-- to see Lexis' severe frown.

KIMI

P - Papa . . . you scared --

LEXIS

I'll give ye scairt, ye young -- !
What've I told ye about sneakin'
off be yerself in strange places?
Eh?!

KIMI

I wasn't --

LEXIS

Dern right ye wasn't! In a place
the like o' this, too. Ye mighta
been kilt to pieces -- an' then
what would I tell yer mother, eh?
Eh?! Hang me out to dry, she
would -- and rightly so!

Kimi hangs his head contritely.

KIMI

. . . yes, sir . . .

Lexis relents a bit. He ruffles Kimi's hair, glances around.

LEXIS

What in the . . . By the sacred
frog . . . did y' never see the
like o' this, now?

Kimi scrambles onto the altar, caught up in the excitement of their discovery.

KIMI

D'you think great kings lived
here, like in the stories Old
Gwamfir tells?

Lexis shudders as he glances around.

LEXIS
 Humph! Miserable skulkin'
 Wizards is more like it. I
 shouldn't --
 (sees where Kimi is)
 Down wi' ye, boy! Nuh-uh, off o'
 there now, 'fore ye come to
 mischief. Down, NOW!

Reluctantly, Kimi starts to climb down.

His foot depresses a raised carving -- the altar RUMBLES --
 -- and suddenly angles down -- exposing a dark opening beneath.
 Kimi slides towards the edge stirring up clouds of dust.

KIMI
 YIIII - I - I - I - I - I -

LEXIS
 KIMIIIIIIIIIIIIIIIIII!

Lexis scrambles on as it stops and rocks gently on its
 central pivot. Kimi clings to the stonework at the opposite
 end. He looks down at the black abyss, afraid even to breathe.

LEXIS
 Easy, lad . . . easy -- don't --
 back this way now . . . that's it
 . . . eaasy does it -- don't look
 down! Gimme yer hand, now . . .
 c'mon . . . that's the way . . .

Kimi inches toward Lexis. A few feet away he reaches out --
 the altar tilts -- he freezes. He looks helplessly at Lexis.

Lexis inches forward -- it dips alarmingly. He moves slowly,
 as a frightened whimper escapes Kimi.

LEXIS
 Don't -- just wait there . . .
 all right?

Kimi nods. Barely half-way across, Lexis takes a deep
 breath -- lunges --

His hand closes on Kimi's --

-- the altar shifts and they plunge into the darkness --

LEXIS
Yiiiiiiii!!!!!!

INT. CHAMBER BELOW

They slide down a long curved stone ramp, through webs containing fat, hairy spiders. Clouds of bats SQUEAL and flap around them. Both are terrified.

They land in a cloud of dust at the bottom. Coughing and shaken, Lexis grabs Kimi, examines him anxiously.

LEXIS
Kimi! Are y'all right?!! Kim --

KIMI
Y - yes, Papa, I'm, I'm okay.

Lexis breathes a sigh of relief, hugs him tight.

LEXIS
Oh, thank the Golden Lady. Boy, ye'll send me t' me grave yet.

KIMI
I'm sorry, Papa. I didn't mean to --

LEXIS
Never mind, never you mind. Yer all right, that's all, yer all right.

He smiles down at Kimi, who hugs him tightly. They look around in the gloom warily.

LEXIS
Well, it . . . it could be worse.
We kin . . . climb back up, I'm
sure . . .

The chamber's stone walls rise into darkness amid towering statues, strange carvings.

KIMI
Oh -- look at those!

He moves towards a carved tableau of an epic battle. Lexis yanks him back.

LEXIS
Hog's chestnuts, boy, do ye never learn? Stay where I can see ye.

They edge closer, peer up at the towering bas-reliefs.

KIMI

It looks like a big fight, or something.

LEXIS

Mmm. Holy goggle-fruit . . .

All around them are heroic forms . . . hideous beasts . . . depictions of cities under siege . . . and a fearsome, indistinct creature . . . half-effaced . . . full of dark malevolence. Lexis shudders.

LEXIS

I don't wanna know what that's all about. I wonder now . . . so it won't be a total loss, be there anythin' 'round here maybe worth a few coins? I --

KIMI

You wanna look?

LEXIS

Might's well -- mind -- stay where I can see ye.

They move around the chamber. Kimi wanders along the length of the battle carving. He stares up at the damaged depiction of the dark presence. Shudders.

He backs away slowly. He listens. There's a faint, almost subliminal SOUND -- haunting . . . hypnotic . . . His eyes grow wide as he listens. He glances back . . .

Lexis rummages through a huge stone urn, only his feet sticking out.

Kimi listens to the ethereal MELODY. Slowly his expression changes as he becomes enthralled. He moves towards it.

Lexis struggles his way out of the urn, sneezes. He blows his nose in the hem of his tunic.

LEXIS

Pfah! Probably somebody's spittoon. Well, Kim, we -- Kim? Kimi?

He's alone. He jumps up. Panicked. Searches frantically.

LEXIS

Durn that boy . . . Kimi -- Kimi! Where are ye? Ki --

He HEARS Kimi's startled CRY --

LEXIS

Kimi!!!

Lexis runs past towering metal and marble statues that line the stone passageway, toward a bright light --

INT. CRYSTAL CHAMBER

Like the inside of a geode, thousands of facets reflect dazzling points of light. The air TINKLES like tiny BELLS. Lexis shields his eyes against the glare as he searches for Kimi, sees him standing before a winged golden statue . . .

A VIOLET JEWEL floats above its cupped palms, gleaming like pure starlight.

LEXIS

Oh, my gran'pa's whiskers . . .

The ethereal MUSIC is everywhere. Lexis looks in vain for its source. He sees Kimi approach the statue as if in a trance.

LEXIS

Kimi! Kim -- don't --

He starts forward -- and bounces off of an energy barrier. He tries to push through. He watches in anguish as Kimi approaches the statue.

Suddenly its head turns. Kimi jumps back. It smiles . . . and speaks in a HUNDRED MUSICAL VOICES, at once both wonderful and frightening.

IDOL

Welcome, Healer of the World's Heart.

LEXIS

Kimi! Kimi -- no -- keep away --

Kimi's enthralled. The statue lowers the jewel. Kimi's face is bathed in its glow.

Lexis struggles to push through the barrier -- like moving through a wall of jello.

The jewel floats into Kimi's trembling hands . . . he looks up at the statue . . .

The THOUSAND VOICES swell rapturously -- there's a searing flash of light -- Lexis shields his eyes --

LEXIS
KIMIIIIIIII!

EXT. ANCIENT RUINS - DAY

FLASH! They appear outside the city, shaken and disoriented. Kimi laughs delightedly. His eyes roll up and he collapses. Lexis catches him. He's out cold.

Something beneath Kimi's tunic glows and pulses in time with his HEARTBEAT. Lexis opens it and gasps -- the violet jewel hangs around Kimi's neck.

He grabs it and HOWLS in pain, jerks his hand back. His fingers are blistered and smoking. He stares at the gem in growing horror. THUNDER.

EXT. JAI'PURNA - DAY

It's a dazzling mix of the Arabian Nights and fabled Atlantis, perched on a vast plain betwixt seven hills, surrounded by a wide wall with seven gates and seven towers.

EXT. MAIN SQUARE - DAY

Well-dressed people move through beautiful, terraced streets and breath-taking gardens. Exotic animals are on display in the bazaars and markets. A skyline of jeweled minarets and marble towers rises inside the ornate walls.

EXT. PALACE - DAY

Guards stand before huge columns and multi-tiered fountains on the steps of the imposing, domed edifice.

INT. THRONE ROOM - DAY

It's a marvel of architecture, with rich hangings and ornate tapestries. The Council's in session: a cross-section of humans, Dwarves and Elves, engaged in heated argument.

AGILMAR, a regal middle-aged human male, and ISELIN, a beautiful female Elf sit on twin thrones. D'THORA and a dozen feisty Dwarves argue with DARIUS, the Prime Minister, a sallow, weasel-eyed human.

D'THORA
. . . sinking their damn tunnels
deeper and deeper every day! The
last treaty --

The Dwarves shout agreement, drown him out, as do several Elves. There's a thinly-veiled polarity between the humans and the other races.

DARIUS

The Iron Mountains belong to no one people. Their resources --

D'THORA

Jotun-Helm is OUR traditional land! We've fought to defend it before, and we'll --

DARIUS

Eh? What treasonous muttering -

D'THORA

Treason?! By my grandfather's sacred sac --

He whips out a flat-bladed knife -- Darius cringes. The Dwarves WHOOP and laugh and shout encouragement. The humans look outraged. The Elves watch, amused.

ISELIN

General D'Thora!

D'Thora stops reluctantly. The Dwarves sound disappointed.

DARIUS

Your -- Your Majesty -- no weapons are allowed within Council chambers . . .

D'THORA

Weapon? What weapon?

He daintily uses it to clean his fingernails. The Dwarves laugh uproariously and clap him on the back. Darius regards them darkly.

AGILMAR

That will do, gentlemen.

D'Thora makes a face, but he puts the knife away.

AGILMAR

For the record, Prime Minister Darius, We do not question the loyalty of the Mountain Dwarves.

DARIUS

Certainly, Sire, I, I meant not to imply --

ISELIN

They raise a valid point, M'Lord.
Year by year their lands dwindle,
despite assurances there would be
no further --

DARIUS

We do what is necessary, Sire.
After all, must progress stand
still for the convenience of a
few --

ISELIN

Must it entail desecration and
befoul --

DARIUS

(to Agilmar)

Your Majesty is aware that our
mineral needs continue to grow.
We must --

ISELIN

His Majesty is not the one who
was addressing you.

An electric moment as they stare at each other. Darius bows
obsequiously.

DARIUS

I meant no disrespect . . . M'Lady.

AGILMAR

Which leaves us, I am afraid,
with the same question. When
does progress become oppressive?

D'THORA

When ya put greedy swine in
charge, that's when!

The Dwarves agree loudly. Several Humans argue with them.
The Elves watch guardedly.

A Handmaid whispers to Iselin who reacts, surprised. She
nods, the Handmaid withdraws. Agilmar RAPS his scepter on
the marble floor.

AGILMAR

This Council represents fairly
and equitably, the interests of
everyone in Jai'Purna, and all of
our allies.

The Dwarves mutter, unconvinced.

DARIUS
Sire, I assure you, we do our
best to --

ISELIN
My Lord, an urgent matter demands
my immediate attention . . .

DARIUS
Eh? We have not done here.

She gives him a look of mock contrition.

ISELIN
A thousand pardons. Have I your
permission to depart, "Lord" Darius?

Dwarves and Elves laugh. Darius smiles tightly. He stares
after Iselin coldly as she exits. Agilmar sighs.

AGILMAR
Now then . . .

The heated discussion starts up again.

INT. PALACE CORRIDOR - DAY

Iselin hurries along with six Handmaids.

High above a tiny Gargoyle detaches from a column. It
TITTERS mindlessly, flaps after them.

INT. QUEEN'S CHAMBERS - DAY

Iselin enters to find Juvy and the G'anzir. They bow to her,
but her look shows a bit of disapproval.

JUVY
We've terrible news, mother --

ISELIN
Hello to you, too, daughter.

JUVY
This is important! We don't --

ISELIN
Your father does not wish you
to ride with --

JUVY
He's not one of us! I don't
have to --

She drops her eyes before Iselin's look, though she's by no
means cowed.

JUVY

You know how they feel about us.

ISELIN

You know that he does not.

JUVY

I know that he's a human.

It's an old argument, not likely to be resolved here.
Iselin sighs.

ISELIN

What mischief have you been up to
now, daughter?

JUVY

A great darkness sweeps out of
Xul Nimraith. For three day --

Iselin grabs Juvy's arm, suddenly pale and trembling.

ISELIN

You went there?! Answer me!

JUVY

Y -- you're hurting me. What --

ISELIN

Did you go there?!

JUVY

N - no, only as far as Kuldheim.
Mother . . .

Relieved, Iselin stops Juvy with a shake.

ISELIN

No -- not here. Tonight at
Seer's Spike. Until then speak
with no one. And see that you
are not followed -- do you
understand?

JUVY

What --

Iselin's grip tightens on her arm making her wince. Juvy
sees the fear in her mother's eyes and it alarms her.

The gargoyle peers down from the ceiling . . .

EXT. BANTI VILLAGE - NIGHT

A fairy-tale ghetto in the forest, with ramshackle huts at ground level and in the branches of huge, gnarled trees. Lights flicker in the windows and the animal CRIES and the CHIRP of CRICKETS fill the night.

INT. KIMI'S TREE HOME - NIGHT

BERYL -- a plump apple of a woman -- clears away the beat-up dinnerware. At the table Lexis smokes his pipe.

EXT. BANTI VILLAGE COMMON - NIGHT

Fireflies zip around Kimi, his eight brothers and sisters and every Banti kid in the village. TUMAS, an eleven-year old troublemaker, regards Kimi jealously.

KIMI
 . . . then it whooshed us out of
 there!

The kids "OOOH" and "AHHH". Tumas makes a face.

TUMAS
 Sounds like a lotta pixie poot to me.

KIMI
 How would you know? You weren't
 even there!

Tumas makes a rude sound, Kimi glares at him.

Beryl and Lexis watch from their tree-branch porch. She starts to call out, but Lexis puts a hand on her arm.

TUMAS
 So where is this magic rock?
 C'mon, let's see it.

KIMI
 No.

TUMAS
 Why, 'cause we'll find out it's
 just a piece o' junk?

Kimi turns away. Tumas grabs Kimi's tunic. They wrestle.

Beryl glances at Lexis. He watches calmly.

KIMI
 No! Don't -- lemme -- stop it!

Tumas opens Kimi's tunic and sees the jewel. The other kids gasp and move close for a better look. Kimi tries to pull away but Tumas grabs the gem -- ZAP -- he screams in pain and is hurled away.

BERYL

Kimi!

Lexis and Beryl run down the twisting branches.

Kimi's horrified. A crowd of adults gathers around the burned Tumas, who whimpers in pain. Lexis grabs Kimi, who's close to tears.

KIMI

I -- I didn't mean to -- I didn't mean to -- I didn't --

LEXIS

What happened? What Happened?!

Kimi shakes his head, scared. He doesn't know. Beryl hugs Kimi to her. Lexis pushes his way into the crowd.

LEXIS

-- he hurt bad?

BANTI MAN

Looks like. Easy, there, give him room.

Kimi hides his face against Beryl and sobs.

Lexis frowns, nervous.

BANTI WOMAN

Get Gwamfir! Someone -- Quick!

They try to pick Tumas up but he screams in agony.

Kimi huddles into his mother's arms.

EXT. GWAMFIR'S HOUSE - NIGHT

GWAMFIR, the ancient Shaman, emerges from his huge, gnarled tree. He scowls at the ruckus as he hobbles up to the crowd.

GWAMFIR

Make way, make way there . . .
make -- Ey? What's happened here?
What's this?

All eyes turn fearfully to Kimi. Gwamfir squints at him and Kimi hides against Beryl, trembling.

Gwamfir examines Tumas, looks sharply at Kimi.

GWAMFIR
What happened here? Speak up,
boy -- what did ye --

Kimi shuts his eyes tight and whispers, frightened.

KIMI
I'm sorry . . . I'm sorry . . . I
didn't mean it -- I wish he
wasn't hurt --

Glistening light engulfs Tumas. The Banti gasp and scramble away. Tumas is lifted off of the ground. He floats in the air, bathed in the strange light . . . then settles to the ground. As the light disperses, they see that he's completely healed.

BERYL
Oh . . . my . . .

Kimi looks up at his parents, relieved and excited. He's stopped by the fear on everyone's faces as they edge away. Distant THUNDER . . .

EXT. DARKTOWER - NIGHT

Ogres, Trolls, Orcs, Ghouls, Goblins, Banshees, Hobgoblins, Bogies, Imps, Golliwumps and Demons are everywhere. OS, Darkchylde ROARS in agony --

INT. THRONE ROOM - NIGHT

Darkchylde screams in pain as lightning and THUNDER shatter the skies. He drags himself to his throne, the SKELETON of some gigantic vermin. He suddenly warps -- twists -- screams in pain!

Swarms of carrion insects scuttle for cover as he lays panting . . . his pain subsides. The BLOODSTONE in his throat ripples like a dark pool.

DARKCHYLDE
Banti . . .

EXT. JAI'PURNA - COUNTRYSIDE - NIGHT

The Shadowmen soar above cultivated fields on their Hell Steeds. Singh gasps in pain . . . they flicker -- grow insubstantial . . . bits of them flake off in the wind like ashes . . . they slowly solidify.

Singh glares toward the horizon.

EXT. JAI'PURNA - PALACE - NIGHT

Sentries stand atop the walls. The city's even more beautiful by night.

INT. DINING HALL - NIGHT

Agilmar and Iselin host humans, elves and dwarves at a long banquet table, though the guests are still polarized into their own groups.

Iselin gasps, clutches her heart.

Agilmar looks up, concerned. Iselin conceals her pain as Agilmar leans over.

AGILMAR

What is it? Are you --

ISELIN

It's nothing, my husband . . . I fear dinner did not agree with me.

AGILMAR

I'll summon the physician --

She kisses him on the cheek, rises hurriedly.

ISELIN

Pray, do not trouble. A bit of air, I will be fine. Continue, I will see thee anon.

He looks concerned as she hurries out.

Darius watches her . . .

EXT. BANTI VILLAGE - GWAMFIR'S HOUSE - NIGHT

Distant lightning and THUNDER . . . the village whispers and murmurs with excitement and fear.

INT. GWAMFIR'S TREE HOUSE - NIGHT

Gwamfir wears a tattered ceremonial robe and a headdress of greenery. Runes are marked on his face, he leans on his staff and makes ritual motions, intones in a low voice.

Kimi and Lexis stand in an inscribed circle and watch, worried. The Banti, including Beryl and Kimi's siblings, crowd the doorway.

Gwamfir spreads a handful of bones on the floor as he chants. He peers closely at them. He holds a gnarled hand out --

Kimi edges back. Gwamfir gestures impatiently without taking his eyes off the bones. Lexis nudges Kimi, gives him a stern look. Reluctantly Kimi approaches the Shaman --

-- and touches Gwamfir's hand -- the jewel BLAZES. The Banti gasp and edge back, several of them flee. Kimi tries to back away but Gwamfir grabs his hand.

Gwamfir's eyes widen -- he trembles violently, foams at the mouth!

Alarmed, Lexis starts forward --

GWAMFIR

NO!!!

Lexis reels as if struck. He falls to his knees, stunned.

Kimi and Gwamfir look into each other's eyes . . . the jewel's aura waxes and wanes -- and becomes dark. Kimi's transformed into Darkchylde. The Banti scream and shrink back in terror.

LEXIS

KIMI!!!

He grabs Kimi -- who ROARS -- Lexis leaps back. Gwamfir shrieks at Kimi in a strange tongue, holds tight to the little Banti's hand. Kimi bares sharp, discolored fangs and leaps at him --

Gwamfir flings powder into Kimi's face -- FLASH --

Kimi hits the floor, stunned, transformed back into himself.

Gwamfir sits down heavily, his eyes unfocussed, breathless, clutching his staff. Lexis cautiously goes to Kimi, touches him gingerly.

LEXIS

What . . . what the devil did you --

Kimi whimpers. His voice is empty . . . almost without substance.

KIMI

P -- Papa . . . t -- take me home,
Papa . . . please . . . t -- take
me home . . .

Lexis gathers Kimi into his trembling arms.

LEXIS

Shush! It's all right, son, we --

Gwamfir points a shaking finger at Lexis.

GWAMFIR

You . . . you went there -- the
Forbidden City . . . what did you do?

LEXIS

W -- what? N -- nothin, w -- we
didn't --

GWAMFIR

WHAT -- DID -- YOU -- DO?!?!

Lexis hugs Kimi tightly, looks away. Gwamfir stares at Kimi with holy dread.

GWAMFIR

Fools . . . what have you done . . .

He sags against his staff. He looks up and the Banti gasp . . . he's older . . . shrunken. He shakes his head. Beryl hugs Kimi tight, murmurs softly to him.

Gwamfir gets up weakly. He stares at Kimi who shifts uncomfortably.

LEXIS

What . . . what are we going to
do? Gwamfir? What?

Gwamfir stares at Kimi. Kimi buries his face against Beryl, sobbing.

EXT. BANTI VILLAGE - NIGHT

A chill wind whips through the village.

Kimi sits on the back of a large white bird. Lexis fusses with the harness and reins.

The Banti peek fearfully from shuttered windows.

Gwamfir hobbles up. He and Lexis stare at each other. Gwamfir holds out a silver dagger.

GWAMFIR

Here. Take this.

LEXIS

I've already got a --

GWAMFIR

Stop being such a damned mule-head!

Lexis' taken aback. Gwamfir places the dagger in Lexis' hand.

GWAMFIR

You must keep him safe, do you understand?!

LEXIS

Well, of course I do! He's my son, isn't he? Damn tom-fool nonsense . . .

They look up uneasily at another rumble of THUNDER.

GWAMFIR

What -- what is it now . . . first star to the left, and straight on til -- or is that something else . . . No matter. Stop for nothing, speak with no one. May the Golden Lady protect thee.

LEXIS

Just so this foolishness is done with.

Lexis stumps over to say good-bye to Beryl.

Gwamfir and Kimi look at each other. Gwamfir gingerly puts a hand on Kimi's knee -- jumps back, frightened as the gem CRACKLES.

Beryl starts towards Kimi but Lexis stops her.

Gwamfir hobbles off leaving Kimi alone and frightened.

Lexis hugs his family, looks around.

The Banti disappear from their windows.

Lexis turns to go, but Beryl clings to him. He pats her comfortingly then gently but firmly disengages himself.

Lexis mounts the COOING bird. Kimi looks back at Beryl.

She reaches a tiny hand out . . .

LEXIS

Tch-chk! Geeddap! Ho, there!
Hyaah! Hup -- HUP!

With a SQUAWK and a flurry of wings the bird takes flight.

Kimi clings to Lexis, looks back . . .

. . . and sees his world drop away as they climb higher and higher.

Beryl hugs her children and sobs as they disappear from sight.

EXT. COUNTRYSIDE INN - NIGHT

Nestled at the edge of thick woods. Lights burn in the windows, SONG and the CLINK of tankards drifts out . . .

INT. INN - NIGHT

It's packed with local folk, cloaked travelers. A fire roars in the hearth. Serving girls move through the crowd with tankards, plates of food. The door bursts open -- a CHILL WIND cuts off conversation like a scythe.

Six dark-cloaked Travelers enter. Yellow eyes gleam beneath their hoods. They limp to the bar. Subdued conversation resumes. The stout INNKEEPER approaches them reluctantly, wrinkles his nose.

DARK TRAVELER

You seem to do good business.

INNKEEPER

Can't complain.

DARK TRAVELER

Perhaps someone here knows where we might find . . . a Banti village.

The patrons avoid his gaze. It's grown quiet.

INNKEEPER

This's an inn, friend. You want fairy tales, try the local theater guild.

Some nervous laughter dies under the Dark One's glare.

INNKEEPER

If you don't want to eat, get drunk, or laid, I'll trouble you to move --

The Dark One's hand shoots out with supernatural speed and grabs the Innkeeper's throat, hauls him halfway across the bar.

DARK TRAVELER

Whatever happened to good customer service?

A Viking Warrior SLAMS his tankard on the table.

The Dark One's head snaps around.

Several armed men rise, their hands on various weapons. The other patrons stare at the Dark Travelers.

The Dark One releases the Innkeeper who falls back, gasping and massaging his throat. The impression of the Dark One's fingers is burned into the Innkeeper's skin. The Dark One limps away from the bar.

DARK TRAVELER

Now, now . . . no need for this
to become . . . unpleasant.

He opens his hands. Golden coins gleam in his palm. He turns so that all can see them.

DARK TRAVELER

Eh? Eh?

The Innkeeper takes a thick club from behind the bar.

The Dark One chuckles -- turns his palm down. The coins fall -- and burst into flame before they hit the floor, disappear.

DARK TRAVELER

Pity . . . but then . . .

The Sinister Six shimmer, twist -- and warp into the Shadowmen --

SINGH

. . . the Night's still young -- !

They leap at the screaming crowd --

EXT. SEER'S SPIKE - NIGHT

The WIND SHRIEKS. A storm rages around the ancient watchtower.

INT. WATCHTOWER - STAIRWELL - NIGHT

Iselin and D'Thora climb the winding stone stairs lit by lightning. D'Thora grumbles, out of breath.

D'THORA

. . . we . . . couldn't do this
in your chambers?

Iselin disappears around a bend. D'Thora wipes water from his eyes, hurries to catch up.

INT. TOWER SUMMIT - NIGHT

D'Thora recoils, startled -- a flash of lightning reveals Juvy and the G'anzir.

D'THORA
Gyaaaah --

Juvy smiles, which makes him grumpier.

JUVY
Got you.

D'THORA
Did not.

In the center of the chamber Iselin raises her arms, her eyes closed, and SINGS softly in Elvish. A deep EMERALD GLOW suffuses the tower.

EXT. SEER'S SPIKE - NIGHT

The gargoyle lands on a cornice, rain streaming down its ugly face. It peers in at the emerald light.

INT. WATCHTOWER SUMMIT - NIGHT

Juvy gasps as swirling magical light weaves around them, lifts their hair and cloaks. The G'anzir are impassive.

D'Thora looks uneasy. Iselin's SONG grows wilder, more insistent . . .

A STONE ARM flows up out of the center of the floor, clenched into a fist. It stops level with Iselin's heart. Outside the STORM rages.

The hand GROANS open. In it's palm is a glistening green jewel with flecks of rose. It rises and slowly and revolves in mid-air. The mystical energy converges on the glowing gem.

D'THORA
. . . this can't be anything good.

JUVY
Hush!

He gives her an annoyed look. The gem hovers before Iselin as she SINGS. It gathers up the swirling energy, spins faster and faster . . . there's a FLASH ---

Iselin lets out an anguished sob.

The jewel's imbedded in the center of Juvy's chest, her heart chakra.

D'THORA
Aesir's balls!

Juvy looks up at Iselin, stunned.

ISELIN
. . . sealed . . . and delivered.

Juvy touches it gingerly. Glowing motes of light drift up her arm and suffuse her body in green light. She looks up. The G'anzir kneel around her, their heads bowed.

ISELIN
Ages ago the Soul Shards were
sundered from the World's Heart
by Lord Darkchylde . . . who
sought to enslave the World
beneath his rule.

D'THORA
Great . . . sorcery. D'you know
how much I hate sorcery?

ISELIN
After the Goblin Wars the
Brotherhood of Light tried to
repair the wound and make the
World whole again . . .

JUVY
What happened?

ISELIN
Darkchylde's armies destroyed
them, but not before they hid the
stones, each among a different
race . . . until such time as
Darkness might pass altogether
from our land . . .

JUVY
I don't think I like where this
is headed.

ISELIN
Each jewel is empowered to seek
its keeper . . . this one has
chosen you. You must gather the
others as quickly as you can.

(MORE)

ISELIN (CONT'D)

But -- beware those that speak in
guile and confusion. They have
already fallen . . .

Juvy looks out towards the storm while Iselin watches.

JUVY

I . . . don't have a choice?

ISELIN

In the end, it is only our
choices that may decide the outcome.

Juvy wrestles with this. Iselin and D'Thora hope that she
won't accept.

JUVY

How . . . will I find them?

Iselin lets out her breath, unable to hide her anguish.
Juvy goes to her but Iselin moves out of reach.

ISELIN

When you are close, they will
call each to the other. Bring
them here.

She finally looks up at Juvy . . . barely holding herself
together.

ISELIN

You must guard your thoughts, or
Darkchylde's stone will ensnare
yours . . . and with it, the soul
of your people.

(to D'Thora)

You will guard her?

D'THORA

Hmph! Not that she'll appreciate it.

JUVY

Hush, Old Grouch.

Iselin hugs Juvy, fighting tears. For a moment she's unable
to let go. She steps back with an effort. Juvy looks at
her, frightened and confused.

JUVY

Mother . . .

ISELIN

Go quickly! Go --

She pushes Juvy towards the G'anzir, turns away from them. They surround the Princess, bow to Iselin.

At the doorway Juvy glances back . . .

Iselin weeps softly.

Juvy's troubled as she moves down the steps.

EXT. SEER'S SPIKE - NIGHT

They emerge into the wind and rain. Juvy looks back.

D'THORA

Humph! I thought I'd be headin' back to my bed beneath the Iron Mountains.

His gruff manner softens.

D'THORA

Ahhh, c'mon, Young Noise. The sooner we get started, the sooner you can get us into trouble.

She manages a smile. He rolls his eyes. They move into the storm. Pull their cloaks tight about them.

JUVY

You were really scared up there.

D'THORA

Was not!

JUVY

Was too.

A small dark shape shoots away from the tower and rises.

EXT. NIGHT SKY

The white bird breaks through the clouds, sails across the moon, its snowy wings spread. Kimi and Lexis cling to its back, enthralled by the beauty of the stars.

EXT. DARKTOWER - NIGHT

Harpies soar above the battlements. A scouting party of Trolls trudges across the drawbridge and through the fanged doorway.

INT. THRONE ROOM - NIGHT

Darkchylde broods on his throne. His body, covered with running sores, trembles and warps. He grimaces in pain as sharp protuberances erupt from his skin.

Trolls, Goblins and Ogres approach, bow low clad in spiked armor, carrying savage weapons.

ABRAXAS, Troll Captain, raises its head, shaking.

ABRAXAS

Sire . . . wuh -- we bring ill
n - n - news --

Darkchylde glowers.

They cringe. SCUZZLOW, a wart-hog faced Ogre, twists a battered iron helmet in its hands.

SCUZZLOW

N - not our fault, Lord! N - not
our fault!

ABRAXAS

W - we could not stop them!
Spare us!!!

Darkchylde snarls. Steaming venom drips from his jaws and eats through one arm of his throne. Huge spiders and silverfish scuttle over his body. His voice is deceptively calm.

DARKCHYLDE

Stop. Who?

Abraxas quakes in his moldy boots. Darkchylde's eyes blaze like brimstone.

ABRAXAS

G - G - G - G - G'anzir, m - m -
my l - l - lord --

Darkchylde's ROAR shakes the castle to its foundations. Bolts of sizzling brimstone blast those closest to the throne into carbonized lumps. The others skitter back in terror.

OGRES

Mercy -- mercy . . . pity, oh,
pity . . .

ABRAXAS

S - spare us . . . it wasn't our
 fault . . . t - the sun was in
 our eyes -- mercy!

Everything runs for cover as Darkchylde swells monstrous and obscene. The room shakes as he ROARS -- huge tables piled with carrion CRACK -- a shower of dust and stone falls from the ceiling and walls.

Darkchylde stalks to a large black mirror. He snarls an incantation, his bloodstone glows . . . extends dark energy tentacles toward it. A SHADOWY IMAGE forms in the mirror --

An erratic, AERIAL VIEW . . . the edges striated and kaleidoscopic. It streaks lower -- reveals Juvy, D'Thora and the G'anzir, riding hard across a greensward.

Something GLOWS beneath Juvy's leather and mail armor.

Darkchylde's eyes narrow. He hisses. He watches them gallop toward a huge, dark forest . . .

EXT. DARKTOWER - NIGHT

The castle echoes with blood-thirsty HOWLS. Fires erupt skyward from its parapets . . . rivers of magma SIZZLE . . . dark-winged Demons fill the skies.

EXT. VALLEY OF THE BROTHERHOOD - DAWN

The sun rises over a plateau crowned by a golden pyramid and the ruins of ancient temples and fallen towers. The remains of enormous statues and columns dot the valley floor.

The bird circles and settles in a RUSTLE of snowy wings.

EYES open in the cliff face . . .

Kimi and Lexis gaze around in wonder. A strong breeze ruffles their threadbare clothes making them shiver. Lexis jumps down and helps Kimi to dismount.

LEXIS

Great . . . Now what?

KIMI

Maybe we should go back and tell
 them no one was home?

Lexis considers, shakes his head. He takes Kimi's hand, they cautiously approach a gargantuan fallen statue. Above, rocks shift and move stealthily . . . they look up sharply as several roll past them.

LEXIS
Stay close now.

Kimi's hand goes to the amulet but Lexis stops him from touching it. Several large rocks tumble down the slope. They freeze. With a frightened SQUAWK the bird takes flight.

LEXIS
No -- wait! Come back -- come --

KIMI
Stop! Wait --

They run after it but it streaks up and away.

KIMI
Now what are we gonna --

Everything seems to be moving.

Stone GRATES on stone.

They back toward a rocky outcrop. The rocks behind them rise --

They note the massive shadow . . . slowly turn . . . and look up . . . up . . . up --

-- at MOOKIE -- a towering Rock Troll. He GROWLS.

EXT. GRIMWOOD FOREST - DAWN

Juvy, D'Thora and the G'anzir travel an overgrown road. A primeval forest stretches away on both sides. Trees cut off the sunlight. Enormous, twisted roots rise like tentacles. Shafts of tainted light shine through fitfully.

D'Thora nudges his horse. A G'anzir confers with Juvy in as he catches up.

D'THORA
We're lost, aren't we? Admit
it -- y' don't know how that damn
thing works.

He shivers as eerie CRIES echo through the close-packed trees. Feral EYES peer from thickets, branches, and the holes in tree trunks.

JUVY
Scared?

D'THORA
 Don't get smart. You're not too
 big to be put across my knee.

JUVY
 (giggles)
 Been too big for that since I was
 three.

D'Thora grumbles. Juvy and the G'anzir tense, hands on
 their swords.

D'THORA JUVY
 What? WHAT?!?! Shhhhh!

They listen. Furtive NOISES . . . stealthy COMINGS and
 GOINGS in the underbrush . . . RUSTLINGS in the branches.

JUVY
 C'mon -- keep up!

The G'anzir spur their horses into a trot.

D'THORA
 C'mon, ya old nag, git --

A thick tentacle-vine shoots out --

D'THORA
 Ghaaaaa --

-- and yanks him off his horse, which bolts into a tangle of
 writhing vines. Juvy and the G'anzir gallop to D'Thora's aid.

D'Thora dangles above a large blossom. It HISSES, oozes
 slimy digestive fluids as it lowers him --

D'THORA
 YAAAAAAA -- !

Arrows perforate the slaving plant -- it HISSES -- Juvy's
 sword slashes through the vines holding D'Thora in a spray
 of dark fluid.

D'THORA
 Ghaaaaa!

He lands hard, the wind knocked out of him. Juvy crouches
 beside him, both of her swords out. Huge, writhing mutant
 plants WAIL and grab at them.

A G'anzir's speared through the chest by a thick, barbed
 vine -- yanked off his horse -- and crammed into a
 carnivorous plant.

The G'anzir fight with swords and arrows against a sea of writhing vines, SNAPPING branches, clutching buds. They leap -- flip -- hack -- and stab -- surrounded by deadly flora.

JUVY

Get -- UP -- dammit --

D'Thora unslings his battle-ax and attacks with a ferocious WAR-CRY. Dark fluid fills the air -- steel glints -- SHRIEKS rend the air.

The horses are dragged towards the voracious forest.

JUVY

Get them out of here!

The G'anzir cut their steeds free

Juvy flips through the air -- cuts through whipping stalks --

D'Thora's ax slashes -- branches, vines, and steaming fluids rain around them. SHRIEKING plants fight to ensnare them.

Juvy and D'Thora run towards the G'anzir.

A snaking vine catches Juvy's ankle -- she falls hard.

JUVY

Uh!

It drags her rapidly towards a ground-based monstrosity which opens wide -- shows sharp palps and viscous fluid. D'Thora races alongside her --

He cleaves it in two -- it SCREAMS in agony -- writhing tentacles whip the air around them --

A G'anzir cuts Juvy free --

Another slings D'Thora onto his back. They mount up and ride like hell away from the deadly forest.

EXT. BANTI VILLAGE - NIGHT

Lights burn in huts and in the tree branches.

INT. GWAMFIR'S HOUSE - NIGHT

He sits before the hearth wrapped in his cloak. Disturbing forms swirl and caper in the flames. He shivers, picks up a cup -- and freezes. He looks slowly over his shoulder . . .

Six DARK BANTI loom in the shadowy doorway with burning eyes.

Gwamfir fumbles for his staff.

GWAMFIR

W -- who --

DARK BANTI

Travelers, Grandfather, seeking
shelter.

He backs away as they flow in and out of the shadows.

GWAMFIR

W -- we don't . . . W -- what do
you --

Dark Banti #1 inspects Gwamfir's charms, talismen and fetishes. Gwamfir watches with growing dread.

GWAMFIR

W -- we have nothing --

Dark Banti #1 sniffs the air and growls. He spins on Gwamfir, his eyes burning. Gwamfir retreats. The Dark Banti ooze around him.

DARK BANTI

Do not trifle with me, old fool.
Where is it?

FELL VOICES ECHO around him. Gwamfir trembles.

GWAMFIR

I -- I don't know what --

WHSST -- a burning crossbow bolt pins his shoulder to the wall -- he screams . . . they flow toward him.

DARK BANTI

Where . . .

Gwamfir raises his staff, stammers a protective spell. The staff flares against the darkness that surrounds the Evil Banti --

Dark Banti #1 waves contemptuously -- Gwamfir's staff becomes a three-headed serpent. Gwamfir flings it away as it strikes at him with gleaming fangs. It sways before him, hissing.

DARK BANTI CHIEF

Peasant magic.

He rips Gwamfir off the wall, and Gwamfir screams in pain. The Dark Banti's eyes burn into the trembling Shaman's soul.

GWAMFIR

Buh -- begone, demon -- there's
nothing here for you -- BEGONE!

He CRASHES into the fireplace and SCREAMS as flames lick greedily at his body. He tries to crawl out but Dark Banti #1 kicks him savagely back in.

EXT. KIMI'S TREE HOME - NIGHT

Terrified SCREAMS and SHOUTS fill the night. Beryl peers from an upstairs window surrounded by her frightened children. She gasps in horror.

EXT. BANTI VILLAGE - NIGHT

The Shadowmen swoop down on their Hell Steeds. Terrified Banti run everywhere --

A flaming sword slices through the air -- a headless Banti tumbles into the stream.

INT. KIMI'S TREE HOME - NIGHT

Beryl and her kids run from the window as a Shadowmen crashes through the wall -- lands in a shower of wood, flame, and debris.

The Shadowman lunges for the children huddled in a corner. Beryl slams a chair over its head -- it ROARS in anger, turns to attack her.

The screaming children huddle in the loft as the Shadowman raises Beryl in a decaying claw, HISSES in her face --

EXT. BANTI VILLAGE - NIGHT

Singh strides through the blazing village as his demons lay waste to everything in sight. His gem glows fitfully.

A fleeing family's cut down by flaming crossbow bolts.

Banti men try to face the Shadowmen and are slashed to bloody ribbons.

EXT. KIMI'S TREE HOME - NIGHT

Singh sniffs the air . . . GROWLS. A Shadowman drives Beryl and her terrified children out.

Singh's face fills Beryl's vision.

She sobs, hugs her children.

SINGH

Where is it?

She shakes her head, terrified and uncomprehending. Singh lifts her off the ground.

The children cry and plead, try to reach Beryl. Singh looks at them. An evil smile spreads across his face. He drops Beryl and picks up a tiny WAILING girl.

BERYL

No -- please -- no! Please!

She clings desperately to his cloak. Singh looks down at her.

From her POV he looks enormous.

SINGH

Where?

INT. CAVERN - DAY

Mookie strides through a limestone cathedral. Kimi and Lexis squirm under his arms. Huge globes, tubes, and dusty retorts are scattered about . . . human and animal skeletons hang on the walls . . . heaps of books and scrolls lie everywhere. It has all the earmarks of a wizard's den -- except for a distinct lack of wizards.

INT. ROCKY CHAMBER - DAY

Mookie sets them down before a pile of tattered robes. Kimi and Lexis huddle, shiver. Mookie impatiently nudges the pile.

KIMI

I -- is he gonna . . . eat us?

Lexis puts a cautioning finger to his lips, edges toward a doorway, pulls Kimi with him. Without turning, Mookie GROWLS. They stop.

Mookie gives the pile a good shake. The Banti jump as it shifts -- a wretched GROAN comes from underneath.

KIMI

W -- what's that?!

He clings to Lexis, wide-eyed as something crawls out from beneath the robes.

FANDYR (OS)

All right -- ALL RIGHT!!! I'm comin'!

FANDYR THE GRIM -- a black, grizzled, bantam rooster of a man -- emerges, bleary-eyed, hung over. He and the Banti stare at each other.

FANDYR
Oh, great . . . I'm seein' little
people again.

INT. CAVERNS - FANDYR'S CHAMBERS

Fandyr sputters and thrashes wildly.

FANDYR
Stop -- STOP it -- you son-of-
a -- ghaaaa! Stoooooppppp!

Mookie holds him under a small waterfall while the Banti watch. Fandyr's soaked and miserable.

FANDYR
All -- right -- all RIGHT!
Stop -- dammit -- I'm AWAKE! I'm
drownin'! Hallllp! Halp!

Mookie pulls him out and looks at him critically.

FANDYR
Big oaf . . . why the hell doncha
pick on somebody yer own damn size?

Mookie GRUMBLES and sets Fandyr down. Shivering, Fandyr pulls a moth-eaten fur over his shoulders.

FANDYR
. . . bully.

He sneezes, shivers, looks around peevishly. Lexis and Kimi watch, fascinated.

KIMI
Is that who we're supposed to see?

LEXIS
Not unless the universe has a
rotten sense of humor.

FANDYR
Why's it so damn cold in here?
And why isn't there anything to
drink? How's a man supposed to --

Mookie GRUMBLES reproachfully.

FANDYR

Don't gimme that -- you got it
hidden, but I'll find it.

He crawls under tables and chairs, tossing scrolls, clothing,
and magical artifacts aside.

FANDYR

Can't fool me, dammit . . .

Mookie clears his throat, indicates the two Banti.

FANDYR

What? Who CARES? Where's that
damn bottle? I ain't playin'
with you, you overgrown --

Mookie shakes his head, picks Fandyr up by his belt. Fandyr
kicks his feet wildly.

FANDYR

Hey, lemme down -- lemme down,
you -- lemme --

Mookie deposits him on his butt in front of the Banti.
Fandyr looks at them sourly, starts to crawl off. Mookie
pulls him back.

FANDYR

Cut it OUT -- ya overgrown
rockpile! Lemme alone!

Mookie will have none of it. As they struggle Lexis and
Kimi edge forward. He glares at them.

FANDYR

You still here? Beat it! Show's
over -- I'm awake, dammit --

He waves a hand testily and hits Lexis in the face.

LEXIS

Oof -- Here -- what --

Surprised, Fandyr looks from one Banti to the other. He
reaches out, pokes Lexis, jumps back.

FANDYR

Huh? Damn . . . that must have
been some good shit!

Mookie rolls his eyes

EXT. DARKTOWER - NIGHT

It's surrounded by a sea of armed and armored trolls, ogres, worgs, hobgoblins, balrogs, goblins, orcs, banshees, and ghouls . . . it looks like every beast in the Universe showed up for this one.

More horrors trudge across volcanic hills beneath a sky filled with bat-winged horrors. All are armored and carry nasty-looking weapons.

Watchfires burn. ROARS THUNDER through the night. Many of them labor to construct great siege engines.

On a twisted spire high above, Lord Darkchylde looks down at his army, silhouetted against the swollen moon.

EXT. JAI'PURNA - PALACE BALCONY - DAY

Iselin gazes anxiously out. Agilmar appears beside her. She jumps, tries to cover her nervousness. He gazes toward the gathering clouds.

AGILMAR

There seems to be a storm coming.

He slips an arm around her. She leans against him, shivers. He looks at her, concerned.

EXT. A CULTIVATED VALLEY - DAY

Rolling hills surround a vale dotted with farmhouses. The skies are clear, but THUNDER GROWLS in the distance. Juvy, D'Thora and the G'anzir gallop out of the hills and across the valley.

INT. CAVERNS - FANDYR'S CHAMBERS - DAY

Fandyr and the Banti stare at each other.

LEXIS

Well?!

FANDYR

Well, what?

LEXIS

You gonna help us, or not?

Fandyr considers a moment.

FANDYR

Not.

He starts to get up. Mookie pushes him back down.

FANDYR
Look, ya big --

KIMI
We'd better go. Papa . . .

LEXIS
Not til we've settled this. You --

Fandyr looks at him, annoyed.

LEXIS
Where do we find the blasted
Brotherhood?

FANDYR
Huh? What the hell d'you know
about them, shorty?

LEXIS
We're here to see them on a
matter of grave import.

Fandyr's lost interest. He's looking for the bottle again.

FANDYR
Yeah? Well, good luck, peewee.

KIMI
See? Let's --

Lexis gives him a stern look. He subsides.

LEXIS
See here, you pickled poltroon,
if you know where --

FANDYR
Aw, beat it, willya? Ya givin'
me a headache! They ain't here,
okay? Scram!

KIMI
And you don't know where they are,
right? Thanks, anyway. Let's go --

Fandyr laughs to himself. There's no humor in it . . . just
a sense of incredible loss.

LEXIS
Pfah. We're wastin' our time.
Maybe we can find some intelligent
life elsewhere. G'day to you sir.

They start out. Mookie steps into their way.

LEXIS
And I've had just about enough o'
you, too.

FANDYR
They ain't no more Brotherhood.
They're gone.

Kimi looks relieved, but Lexis furrows his brow.

FANDYR
Oh yeah? How would ye know that?

FANDYR
'Cause I used to be one of 'em,
that's how.

Lexis is suspicious. Mookie RUMBLES, nods his head. Kimi creeps closer to Fandyr.

KIMI
You were a wizard? A real --

FANDYR
As real as it gets, sonny . . .
now beat it, huh? Show's over.

He shakes off his funk, starts searching again.

LEXIS
Why should we believe that?

FANDYR
You shouldn't. Don't. Who cares?
Look, scram, willya? I told ya,
there's nobody home.

Lexis watches him a moment. He pulls Kimi forward, yanks his tunic open. Kimi tries to stop him, Lexis gives him a warning shake.

LEXIS
And what, pray tell, are we
supposed to do 'bout this?!

Fandyr's sarcastic reply dies when he sees the gem. He crawls towards it on hands and knees. Mookie RUMBLES softly.

FANDYR
What . . .

He reaches for it. Kimi pulls away and covers it up. Fandyr raises an eyebrow at Lexis.

LEXIS
So, interested now are we, Mister
Man?

FANDYR
Where'd you squirts git that?
Lemme --

KIMI
It's mine. I found it.

LEXIS
Shush! Never mind that, the
question of the moment is what do
we do about it? It won't turn
loose o' me son, an' I --

KIMI
No, I don't wanna --

LEXIS
Kimi -- now see here --

FANDYR
Hold it -- hold up a minute.

He studies Kimi.

FANDYR
Y'know what that is, kid?

LEXIS
Don't you?

Fandyr shoots him an annoyed look.

KIMI
It's mine.

Mookie RUMBLES a speculation. Fandyr nods thoughtfully.

FANDYR
Come with me, shorty.

He staggers to his feet, winces, holds his head. He
rummages through a litter of scrolls and arcane paraphernalia
on several tables.

FANDYR
Dammit -- how come I can never
find anything around here?
Mookie! MOOOOOO --

The rock troll hands him a battered crystal ball held in a
tarnished dragon's claw.

FANDYR

Oh.

(snatches it peevishly)
Quit hidin' my damn stuff, okay?

He unsteadily clears the table, makes a production out of setting it up, adjusts it just so, finds the optimum viewing angle. He stares intently into it. Lexis and Kimi watch. Fandyr's head sinks lower and lower. He snores.

LEXIS

HEY!

Fandyr snorts awake, looks around.

FANDYR

Take it easy, huh? I'm just gettin' into the proper state.

LEXIS

Works better when you're unconscious, does it?

FANDYR

Yukkers.

He peers into it. Nothing. He glances at them. Lexis looks underwhelmed.

FANDYR

Just gettin' warmed up.

He stares. Harder. Teeth clenched. Eyes slitted.

LEXIS

Better mind ye don't have an accident.

FANDYR

Be quiet, huh, I'm -- whoa!

Vague IMAGES form in the crystal. They lean in, expectant. The images POP like a bubble. Fandyr jumps back, scowls.

FANDYR

Phooey! I knew I paid too much for that damn thing.

He scrounges through nearby piles of occult memorabilia in search of his next bit of razzle-dazzle.

Kimi looks into the crystal, fascinated. He reaches a tentative hand -- a FLASH knocks him back. The others jump.

LEXIS

Kim! Are ye okay? What in
the --

(sees something in the crystal)
-- oh . . . oh my . . .

A golden fountain of energy surges out of the orb . . .
gathers above the crystal and becomes a WINGED BANTI FEMALE.

KIMI

M'loria . . .

FANDYR

Damn, Sam . . . how the hell did
he --

A storm of delicate glowing lights flows and swirls around
her as she bows to Kimi.

WINGED BANTI

Greetings, Healer of the World's
Heart.

KIMI

Who -- m -- m -- me?

Lexis pulls Kimi close. Fandyr and Mookie stare, enthralled.

LEXIS

W -- who're you, eh, yer, er,
flightiness . . . ma'am?

KIMI

She's . . . she's beautiful.

The apparition smiles.

WINGED BANTI

As foretold Ages ago, it has
fallen to thee to heal the
World's Heart.

LEXIS

No! Oh, no it hasn't!
(points at the jewel)
Here -- you take this --

KIMI

Papa, no --

WINGED BANTI

I cannot. Nor can any hand but
his wield the sacred keystone.

KIMI

I -- I don't know how to --

WINGED BANTI

There is little time. See . . .

Xul Nimraith APPEARS in the crystal. The demon army covers its black plains. The Banti recoil. Fandyr jumps back and falls off of his stool. Mookie picks him up, Fandyr swats Mookie's hands away.

LEXIS

W -- we don't ken any o' this.
We're just simple folk, we --

WINGED BANTI

The choice is made. The time
draws near. All depends on thee.

KIMI

What -- what are we supposed to do?

In the crystal they SEE a vast sea of ice. At it's edge in the midst of a frozen forest rises an IVORY TOWER. It leans, cracked, covered with thorny vines. Lightning CRACKLES above it.

WINGED BANTI

At the very end of the world, in
the Tower of Eternity . . .

The crystal shows the inside . . . dark, overgrown. In the center is an altar well and over it is a huge, fractured crystal. Its light is fitful . . . it pulses weakly . . . like a dying heartbeat.

WINGED BANTI

. . . is The World's Heart . . .
you must gather the other keepers
. . . repair the wound . . . make
her whole again.

KIMI

But -- how -- I don't understand --

The crystal shows Juvy riding through the woods . . . a towering cavern where Dwarves mine jewels and precious metals . . . the Golden Pyramid in the Valley of the Brotherhood . . . and a nomad village near a seashore.

As each scene appears, a musical NOTE is added to the one produced by Kimi's gem, until all are united in harmonious SONG. Kimi and Lexis stare, enthralled.

WINGED BANTI

But beware --

In the crystal Darkchylde seethes in his lair. He looks up sharply. They recoil. Singh soars through the night on his Hell Beast.

WINGED BANTI

Darkchylde has claimed two.
Should HE gather them first . . .

They see a world transformed into HELL . . . tortured souls SCREAM beneath black skies, ROARING abysses of flame . . . hideous beasts stalk the land.

Kimi and Lexis stare in horror.

LEXIS

We . . . you can't expect us . . .
this is work for great heroes.
We --

In the crystal are their village's remains. Kimi gasps.

Beryl, her children and other chained Banti are force-marched across the badlands by Ogres on towering, six-legged beasts. Trolls CRACK barbed whips at the stumbling, terrified, exhausted Banti.

KIMI

MAMA!!!

He grabs at the crystal. Beryl looks up, her frightened eyes search the skies.

BERYL

Kimi . . . ? Kimi -- !

A Troll shoves her. It looks at the sky and growls. Lexis turns on the Golden Lady, his trembling fists clenched.

LEXIS

What deviltry is this?! You're
trying to --

KIMI

No! Mama!

He begins to cry. Mookie RUMBLES softly. Fandyr watches with interest.

LEXIS

How -- what must we --

WINGED BANTI

Gather the brethren. Follow thy
 hearts in time of deepest despair
 . . . and know that All are One --

Lexis looks up at her with anger and hopelessness.

WINGED BANTI

. . . know that All . . . are One
 . . .

She shimmers away. Lexis holds Kimi as he weeps, both of them devastated.

Fandyr watches them.

EXT. VALLEY OF THE BROTHERHOOD - SUNSET

The Golden Pyramid shines in the rays of the setting sun.

INT. PYRAMID CHAMBER

Fandyr's on Mookie's shoulders, trying to reach something beneath a high ledge. He stretches onto tiptoe, almost falls, finally gets it. He withdraws his hand . . . in it is a BLUE GEMSTONE. It glows softly as they stare at it.

EXT. VALLEY OF THE BROTHERHOOD - SUNSET

Kimi and Lexis sit atop a statue's head, utter hoplessness etched in every line of their bodies. Kimi cries. Lexis looks up as Fandyr and Mookie join them.

FANDYR

Hey, look, I'm really sorry,
 little guy.

KIMI

What are we gonna do?

Fandyr looks at his tear-streaked face and the first twinge of conscience stabs at him. He shoves it away.

FANDYR

Doesn't seem to be much ya can do.

LEXIS

We'll go on . . . we have to.

Fandyr indicates a spot beside them.

FANDYR

Uhm. Uh, d'ya mind?

They make room and he climbs up to sit.

FANDYR
Seems to me you guys could use a
wizard long 'bout now, right?

LEXIS
Know where we can find one?

FANDYR
Uh, heh, heh, good one, shorty.
No, I was, I was kinda thinkin' --

Mookie interjects.

FANDYR
Shaddup!
(to the Banti)
Uh, heh -- no, see, accordin' to
the gold broad, you guys need to
find the other, eh, Soul Jewels,
right?

LEXIS
So?

FANDYR
So -- maybe I can help.

Mookie RUMBLES disapprovingly.

FANDYR
Don't make come over there! Okay
. . . so, look, I been thinkin',
yer high muck-a-muck sent ya here
to find the Brotherhood, right?
Right. Now, bein' as I'm the
last of said Brotherhood an' all,
I figure it falls to me to,
y'know, help ya out.

KIMI
Oh, can you help us save Mama?
And the others?

Again that desperate, trusting face. Fandyr's smile falters
just a hair.

FANDYR
Uh, sure . . . sure, kiddo! We
can . . .

He makes a barely-remembered mystic sign.

FANDYR

I swear on my, uh, powers of light . . . and good -- and . . . all that kinda stuff! We'd be partners, right? Share and share alike -- danger . . . wealth -- or whatever. So, whadda ya say, huh?

He extends a hand. Lexis still has doubts, but they shake.

FANDYR

Good! Good! You won't regret it, shor -- uh, what was your name again?

Mookie GRUMBLES, shakes his head.

EXT. BANTI VILLAGE - DAY

Juvy, D'Thora and the G'anzir walk through the smoking ruins. Burned, mangled bodies are everywhere. Trees and huts smolder. Juvy looks away, sickened.

EXT. GWAMFIR'S HOUSE - DAY

The G'anzir search the ruins. Juvy leads her horse towards the tree. She looks around, despairing.

D'THORA

Now what?

JUVY

I . . . I don't KNOW! It was supposed to be -- I can't get --

A MOAN from inside the charred tree makes them jump. Their hands go to their weapons. Another MOAN . . . someone in terrible pain. Juvy starts in, D'Thora grabs her. She shakes him off.

INT. GWAMFIR'S TREE HOUSE - DAY

Juvy and D'Thora enter warily.

Something stirs in the hearth . . . burned . . . dying.

Juvy gasps.

EXT. BANTI VILLAGE - DAY

The G'anzir throw tiny bodies onto a bonfire.

Juvy and D'Thora kneel beside Gwamfir. He's bandaged, delirious. She places herbal poultices on his body. He erupts into a violent coughing fit.

JUVY

Shhh. Easy, we'll --

His blistered, blackened hand grasps her arm. A shudder racks him. Gwamfir attempts to look around at the destroyed village through blind eyes.

GWAMFIR

. . . Brother -- hood . . . Light
. . . uh -- B - B - Brotherhood --

He coughs up blood.

JUVY

Shhh . . . rest. D'Thora --

GWAMFIR

K - K - Kimi . . .

He points shakily at her jewel, hidden beneath her tunic.

GWAMFIR

-- s - s - s - stone -- uhhhhh!

A final tremor. Juvy turns away. D'Thora shakes his head.

D'THORA

Poor little bastard.

He covers Gwamfir. Juvy slumps beside the body. She looks around. Shakes her head.

D'THORA

Hey. Hey! Get hold o' yourself,
rookie.

She looks up. There's doubt and fear in her eyes. D'Thora puts a hand on her shoulder.

D'THORA

Lookit, this isn't my idea of a
wonderful time either, kiddo.
But we don't have a whole lotta
choice.

JUVY

But what can we --

D'THORA

I dunno, you're the one with the
fancy roadmap.

JUVY

Suppose -- suppose we -- what do we do then?

D'THORA

Only one way to find out, killer.

She looks up at him. He smiles.

EXT. SEACOAST RIDGE - NIGHT

The G'anzir stand guard on a bluff overlooking the sea.

Juvy hugs her knees, stares into the campfire. D'Thora sharpens his ax.

D'THORA

Whyn't you get some sleep?
'Fraid you'll miss something?

She shakes her head, stares into the flames.

JUVY

Are you . . . afraid?

The WHETSTONE RASPS against his ax.

D'THORA

Yeah. You tell anybody, I'll whup you.

She gives him a shaky smile.

JUVY

Do you think we'll --

D'THORA

Go to sleep. Got a hard ride tomorrow.

She reluctantly slides into her sleeping furs.

EXT. SEACOAST RIDGE - NIGHT

Breakers surge against the rocky shore. Juvy tosses fitfully beside the low fire.

D'Thora dozes against a log. A G'anzir nudges him awake, a hand to his lips. D'Thora grabs his ax and follows him.

At the edge of the bluff they nervously scan the skies.

Juvy tosses restlessly by the fire. SHADOWS flow out of the darkness toward her

D'Thora glances back.

D'THORA

Jovita!

Juvy's sword flashes up -- barely in time to block Singh's blade. Her blade flashes BLUE, his a sickly GREEN.

D'Thora and the G'anzir rush to her. HOWLING Shadowmen materialize in a fury of swords, SCREAMS --

Juvy wields two swords with astonishing expertise. D'Thora fights his way to her, takes a cut to his leg and shoulder, falls.

Juvy rolls away from Singh, jumps to her feet. She's a flurry of Elf martial arts -- flips -- leaps. Fear grows in her eyes.

Two G'anzir fall -- the remaining three fight for their lives.

Juvy ducks under Singh's slash, kicks him off the cliff. She runs to help D'Thora.

JUVY

Duck!

D'Thora hits the dirt as Juvy flips overhead, her blades flash. The Shadowmen block and parry -- the night RINGS with enchanted steel.

The last two G'anzir fight by the edge. Singh rises into the air behind them and his razor-sharp claws cut them to bits! The Shadowmen flow toward Juvy and D'Thora.

D'THORA

By -- my -- grandfather's -- balls!

They back toward the edge. Juvy's hand goes to the jewel. Singh smiles.

SINGH

Yes . . . give in to your fear --
surrender to the Darkness!
Embrace it!

Juvy gasps. She becomes dark . . . seductive . . . feral. Singh flows towards her. She puts her head back, her eyes closed, trembles with desire . . .

D'Thora slashes a dagger across her leg. She snaps out of the spell. She looks at her jewel in horror -- it's darker --

Singh leaps at them --

Juvy grabs D'Thora and leaps off the cliff --

D'THORA
YAAAAAAHHHHHHH!

They plunge into the pounding surf.

Singh's eyes blaze with fury and frustration.

EXT. DARKTOWER - NIGHT

Thousands of hideous beasts surround the fortress. Brutal weapons glint. Giant siege engines roll into position.

Darkchylde appears on a balcony in battle armor. They CHEER, GROWL, SHRIEK and BANG their weapons against shields and armor. Overhead, winged monsters soar. Darkchylde raises his mace. They fall silent.

DARKCHYLDE
DARKNESS -- FOREVER!

A BOLT OF LIGHTNING strikes his mace. The Demon Army ROARS and HOWLS. Darkchylde leaps off the tower. He rises astride a SHRIEKING Hell Beast and soars above his army. They fall into line, trudge behind him, HOWL for blood.

Enormous beasts pull siege towers, catapults, massive battering rams.

The ranks bristle with spears, pikes and swords.

Ahead of the main force shapeshifters run, bristling with spiked armor.

EXT. COASTAL TOWN - NIGHT

Fandyr and Mookie lead a packhorse on which Kimi and Lexis ride in large cloaks.

The denizens watch them.

Lexis glances around nervously. Mookie GROWLS.

EXT. THE SILVER DOLPHIN - NIGHT

A two-story inn that's seen better days. A weathered sign hangs by one end, CREAKS in the wind.

INT. UPSTAIRS ROOM - NIGHT

On the large oak bed, Lexis has an arm around Kimi's shoulders. Kimi's eyes are red from crying.

Mookie looks out a window. Fandyr sidles up beside him, an eye on the Banti. Mookie GRUMBLES, Fandyr irritably hits him, hurts his hand. He sucks on his bruised fingers.

FANDYR

Look, don't start up with me. I know what I'm doin'. You wanna spend the rest of yer life livin' in a drafty old cave? Well? Do ya?!?!

Mookie GRUMBLES. Fandyr glances at the Banti. Somehow he doesn't look quite as sure of himself as he'd like to think he is.

EXT. SEASHORE - BARBARIAN CAMP - NIGHT

Waves lap against white sands. Up the beach is a small nomad village.

Women with daggers and longbows tend fires while children and dogs run and play. Scarred, weathered Barbarian warriors sit and drink noisily.

INT. A TENT - NIGHT

A large kettle hangs over a fire.

Juvy lies hides and fur. She moans softly, opens her eyes. She sits up too quickly and gets dizzy. She looks around, disoriented. OS, she HEARS VOICES. Dogs BARK.

She tenses as the flap opens. TALON, an innocent-faced 18-year old in simple leather hides looks in.

Juvy edges back, looks for her weapons. Talon enters slowly, smiles at her.

TALON

How are you feeling?

Juvy tenses. They look at each other. He spoons out some meaty broth from the kettle and offers it to her. She doesn't take it.

TALON

Uh, I know it doesn't look like it, but it's pretty good. I made it. My father says I'm a better housewife than warrior.

(shrugs apologetically)

You probably have no idea what I'm talking about.

(MORE)

TALON (CONT'D)

I'm sorry, I don't speak any Elf.
I've never even seen one before.
I really wish you'd --

JUVY

Am I a prisoner?

Talon's delighted that she spoke to him.

TALON

No, no, not at all. We found you
on the beach. You've been out of
your head for three days.

Talon offers her the broth.

JUVY

Where are my weapons?

TALON

A sword's not very good for
eating, is it?

No smile. He sets the bowl down between them, backs up.
She watches him warily. After an awkward moment:

TALON

Why don't I . . .

He goes to the opening. She watches him, but her wariness
is fading.

TALON

Just leave it when you're . . .
I'll get it later, okay? Okay.

He exits reluctantly.

Juvy sniffs the broth. Her stomach RUMBLES. She eats hungrily.

EXT. BARBARIAN CAMP - NIGHT

The tribe's gathered. Juvy strides up. She sees that her
weapons distributed among the men.

JUVY

Those are mine.

The Warriors chuckle. ANAROTH, a scarred, one-eyed brute,
looks her over.

ANAROTH

Well, our little mermaid's awake
at last, eh? You know how to --
whoop!

Juvy tries to take her things, they laugh, pull them out of
her reach.

JUVY

Give me --

GUNDAF THE RED

Here, take it easy, little fish
woman.

He pinches her ass, the others laugh. Juvy kicks him in the
face -- he crashes into a pig wallow! There's a moment of
surprised silence, then the others howl with laughter.

Anaroth swigs some grog, amused. Juvy faces him.

ANAROTH

Well, well, well.

TALON

Uh, father she --

ANAROTH

Mind your business, boy. This
concerns the men.

Talon reddens as several warriors smirk. Juvy holds out a
hand. Anaroth looks at Juvy's swords in his lap, smiles.

ANAROTH

Nice . . . weapons. What are
they worth to you?

Laughter and rude NOISES from the others. Talon starts
forward, but one of the Warriors shoves him away.

Juvy looks at Talon. Humiliated, he turns away.

Anaroth grabs Juvy's wrist and pulls her into his lap.

JUVY

Let me --

They wrestle, Anaroth tries to kiss her.

ANAROTH

C'mon, let's see what Elf --

Juvy RAMS a knee into his bearded chin, he goes down. Several Warriors leap up. Juvy sweeps the nearest Warrior's feet from under him, he hits the ground. She grabs her swords and rolls to her feet.

TALON
No, you can't --

JUVY
Stay out of my way!

They rush her. Bad move. Her blades slash through their weapons like cheese.

Her feet smack into faces -- balls -- knees.

Talon watches, astounded.

Anaroth starts to his feet, thinks better of it, grabs a nearby wooden staff. Juvy lands a few feet away, focused on the others. He trips her. He lands on top of her, wrestles the swords away.

ANAROTH
Here now, she-wolf! Hold still!

He pins her arms, tries to kiss her, she tries to bite his lips off.

ANAROTH
Gods, what a demon . . . I think
I'm in love!

TALON
You're hurting her --

Anaroth shoves him aside. Juvy RAMS a palm heel into Anaroth's nose. Two Warriors grab her.

Anaroth examines his bloody nose.

She glares at him.

He blows her a kiss.

As they drag her away a Warrior gets kicked in the mouth.

Anaroth takes a swig of grog and notices Talon looking at him reproachfully.

ANAROTH
What's your problem?! Get back
to your sheep.

He flings the cup.

Talon dodges it, stalks away.

INT. JAI'PURNA - PALACE CORRIDOR - NIGHT

Iselin and two Elf Handmaids hurry along. Distant THUNDER.

INT. ISELIN'S CHAMBERS - NIGHT

She shuts the door. A ragged GASP from the darkness -- she spins around, a dagger in her hand --

D'Thora lies in a ragged heap on the floor.

Iselin kneels over him anxiously. He's beat to shit, one arm in a sling.

ISELIN

D'Thora . . .

She turns him over, he grimaces.

ISELIN

Jovita -- where's . . .

He looks away. Iselin looks stricken.

EXT. THE SILVER DOLPHIN INN - NIGHT

The streets are empty. There are only a few drunken brawls.

INT. UPSTAIRS ROOM - NIGHT

Lexis watches Kimi sleep fitfully. Fandyr enters, gives them an unctuous smile.

FANDYR

Weh-heh-hell, everything okay?

(no answer)

Good! Good! Lookit, I'm just gonna take a look 'round, you know -- scope out the lay of the land, okay?

LEXIS

Don't get lost. We're movin' on in the mornin'.

FANDYR

Sure, sure, gotcha, I gotcha. Oh, listen, I got this for the little guy . . .

He hands Lexis a wrapped bundle of food.

FANDYR

Well, both of ya, it's . . . go
on, it won't bite. It ain't much,
but . . .

Lexis takes it, touched and surprised. Fandyr wants to say more, instead he turns to leave. Mookie GROWLS from his post by the window.

FANDYR

Ix-nay. Stay here an' keep a eye
on 'em.

Mookie GRUMBLES suspiciously. Fandyr moves closer.

FANDYR

Look, relax, willya?! Just keep
'em safe . . . till we figure out
how to get that jewel off 'em.

Mookie GRUMBLES reproachfully, shakes his head.

FANDYR

Yeah, well ONE of us has to take
care o' business, so shaddup an'
do what I tell ya!

He stalks out. Mookie glances at the Banti.

Lexis covers Kimi, lies down beside him.

EXT. SEASHORE - NIGHT

The camp has settled down. Dogs BARK.

INT. JUVY'S TENT

She looks up as Talon enters.

TALON

I thought I'd --

JUVY

What? Prepare me for my night of
unbridled ecstasy?

They look into each other's eyes. She looks away.

TALON

Even if you could get away, where
would you go? You have no
weapons, no food . . .

JUVY
I'm a G'anzir.

He looks at her. Aching. Tormented. Finally:

TALON
Even if I could . . . get you a
horse . . .

She looks at him. He looks away.

JUVY
I need my weapons.

TALON
We can't, my father --

Juvy moves to him. Talon's unable to take his eyes off of her. She touches his arm. He reacts as if a jolt of electricity had run through him. They're close enough to kiss.

The tent flap whips open. Anaroth, drunk, eyes Juvy lecherously. He shakes a finger at Talon.

ANAROTH
Well, looks like there's hope for
you yet. Age b'fore beauty.

Juvy circles, keeps the fire between them. Talon grabs Anaroth's arm.

ANAROTH
Wait yer turn!

He shoves Talon across the tent. Juvy tries to dart past. Anaroth grabs her, surprisingly quick for his size.

ANAROTH
Hah! Got ya, my little --

They struggle, he laughs, paws her. Talon gets to his feet, starts toward them.

ANAROTH
Dammit, I told you to --

Juvy bites his hand -- he YOWLS in pain. She breaks free, starts to run. He flings an earthenware pot, trips her.

He lands on top of her. She struggles as he presses down on her --

ANAROTH

Just relax, my little lioness,
this's great honor . . .

A wooden club CRASHES over his head. He blinks. SMASH! It breaks in two. Juvy barely slides out from beneath him as he topples forward. She looks up at Talon, who stares at the broken club in his hand.

She goes to him, gently touches his arm. He looks at her.

TALON

We better hurry.

He slips out. She starts to follow, but sees --

A PENDANT hangs out from beneath Anaroth's furs. On the end of it is a YELLOW GEMSTONE.

Juvy slips it off his neck. It pulses in sync with hers. She slips it into a pouch.

EXT. BARBARIAN CAMP - NIGHT

Juvy and Talon creep past tents and huts. From inside several, they HEAR drunken CAROUSING. She has her weapons.

EXT. STOCKADE - NIGHT

Juvy saddles a horse. Talon watches as she mounts. She hesitates.

TALON

What are you waiting for? Go.

She grabs the reins of a nearby horse.

JUVY

I'll need help.

He looks at her. Surprised.

She impatiently indicates the horse.

He looks at the camp.

TALON

I'm . . . not much of a warrior.

JUVY

You're only human.

He smiles.

EXT. BARBARIAN CAMP - NIGHT

Gundaf staggers out of a tent to take a leak. He's bowled over as they leap the stockade fence and gallop past.

GUNDAF THE RED

Hey! Whuf --

He squints after them, then stumbles into the prisoner tent.

EXT. COASTAL TOWN - NIGHT

Waves lap against ancient wharves. Merchant ships ride at anchor, lights burn in the inns and homes. The Shadowmen swoop down out of the sky, angle toward the harbor.

EXT. STREET - NIGHT

Juvy and Talon ride into town. They dismount at the inn. Talon looks at it doubtfully. Juvy draws a sharp breath --

JUVY

It's here --

Four drunken LOUTS eye them from the doorway.

LOUT 1

'Ey, love. 'Ow 'bout it, then?

The others guffaw. Talon glares at them. They sneer.

LOUT 1

What've we got 'ere, then? Look like a warrior t' yew?

LOUT 2

Naw. Chicken farmer looks like t' me.

They howl with laughter. Talon reddens. Juvy starts into the inn. The Louts block her way.

LOUT 1

What's the 'urry, Sweets? Come 'ave a drink wi' lads, why don' yer?

TALON

No thanks.

LOUT 1

Wasn' talkin' to yew, squire.

Juvy pushes past. Lout 1 grabs her arm.

Talon moves for him. Lout 2 punches him into the street. A crowd gathers.

LOUT 1
Looks like yew needs to learn
some manners, Miss Pointy-ears.

Juvy backhands him in the face -- wheel-kicks him several times -- ends with a back-kick that sends him CRASHING into the wall. He slumps to the floor.

Talon gapes as he gets to his feet.

The Louts draw their swords, move in on her. Juvy's two blades leap into her hands. She not only disarms them, she does a job on their clothes as well. Stunned, they stagger away.

The crowd APPLAUDS, impressed.

Talon looks away.

JUVY
Hope you were payin' attention.
Next one's yours.

She holds out a hand. They go into the inn.

INT. STABLE - NIGHT

Fandyr staggers in, flask in hand, singing off-key. He looks troubled. He shakes it off, takes another swig.

INT. THE SILVER DOLPHIN INN - UPSTAIRS ROOM - NIGHT

Mookie wakes. He looks around. He settles down, dozes off.

INT. DOWNSTAIRS TAVERN

Juvy and Talon talk to the Barkeeper. He shrugs, polishes the bar. Juvy looks around, her eyes narrow.

Several rough-looking locals watch them with interest.

EXT. ALLEY - NIGHT

Shadows move . . . separate . . . the Shadowmen. Singh's gem swirls darkly. Wispy tendrils waft upwards. He looks up at the Banti's room window, GROWLS.

EXT. BARBARIAN CAMP - NIGHT

Anaroth emerges from his lodge. His head's bandaged, and he's strapped with broadsword, war hammer, and lots of knives.

Anaroth, Gundaf and eight mounted WARRIORS THUNDER out of camp.

INT. THE SILVER DOLPHIN INN - UPSTAIRS ROOM - NIGHT

Mookie dozes. The Banti sleep on the bed. Shadows flow over the window sill . . . gather on the floor . . . and BECOME THE SHADOWMEN.

Singh draws out a long, sharp dagger . . . creeps toward Kimi . . .

EXT. THE SILVER DOLPHIN INN - NIGHT

Juvy and Talon glance up and down the street.

TALON

How do you know they're here?
They could be --

JUVY

They're here. Let's split up.
I'll take that end.

She starts off, turns back.

TALON AND JUVY

Hey -- be careful.

They smile, separate.

INT. THE SILVER DOLPHIN INN - UPSTAIRS ROOM - NIGHT

Singh looms above the Banti. His long claws open Kimi's tunic -- he HISSES sharply when he sees the gem --

-- Kimi's eyes snap open -- they stare at each other. Singh lunges -- Kimi wriggles out from under him. Lexis is startled awake by the commotion.

LEXIS

Eh -- what --

Singh SMACKS him off the bed and leaps after Kimi.

Mookie wakes with a ROAR -- the Shadowmen leap onto him.

At the door Kimi looks back --

LEXIS

RUN!

Lexis grabs hold of Singh's leg. The Shadowman tries to dislodge him. Kimi starts toward them --

LEXIS

RUN!!!

Singh hurls the dagger, off balance --

It THUDS into the door frame beside Kimi's head! He dashes out.

Singh tries to follow but Lexis sinks his teeth into Singh's leg! Singh HOWLS and kicks him away.

EXT. COASTAL TOWN - NIGHT

Juvy turns sharply at the unearthly SOUND. Under her tunic the gem BLAZES. Fear and indecision root her to the spot. She sprints toward the inn.

INT. THE SILVER DOLPHIN INN - DOWNSTAIRS TAVERN - NIGHT

Kimi barrels in and looks back, breathless. He starts to go back --

Singh's at the top of the stairs.

Patrons look up from their drinks and scatter as Singh leaps down the entire flight --

-- and lands in front of Kimi-- who skids to a stop. Singh lifts him into the air.

His RAZOR-SHARP TEETH are inches from the Banti's terrified face.

At the top of the steps Lexis grabs a serving tray -- RIDES IT DOWN THE BANISTER -- flies off the end --

-- and RAMS into Singh's face. They go down in a tangle of bodies.

Lexis gathers his son up and runs out the door.

EXT. REAR ALLEY - NIGHT

Mookie and the Shadowmen BLAST through the window, hurtle toward the alley where they SMASH into barrels and crates.

INT. STABLE - NIGHT

Fandyr lies in the straw, snuggled up to his flask. Roused by the OS ruckus, he blinks blearily.

FANDYR

Huh? Wuzzat . . . YOW!

He pulls the gem from under his cloak. It BLAZES brightly. An inhuman SHRIEK resounds through the streets!

EXT. THE SILVER DOLPHIN INN - NIGHT

Juvy sees the Banti escape into the street. Kimi's head snaps toward her -- both gems GLOW.

JUVY

Wait -- !

Fat chance. The terrified Banti dash past Talon --

Juvy reaches the inn -- Singh BURSTS through the front window in a shower of glass!

EXT. STABLE - NIGHT

Fandyr stumbles out, bleary-eyed. The staff and gem GLOW.

EXT. STREET - NIGHT

Mookie barrels out of the alley and bowls Talon over.

ALL HELL BREAKS LOOSE!!!

Juvy and Singh CLASH in a blaze of dark and light magic. Frightened bystanders dive for cover.

Kimi and Lexis sprawl in the dust. The Shadowmen swoop toward them --

Talon hesitates, torn between Juvy and the Banti --

Fandyr tosses the flask away and staggers toward the Banti. He swings his glowing staff wildly as he reaches them just ahead of the Shadowmen. Mookie scatters the shadow-demons like mist.

FANDYR

Whuh . . . where's the little
guys -- get the --

Mookie scoops them up, holds them close, GROWLS. He and Fandyr back up. Fandyr swings his staff at the Shadowmen. Mookie GROWLS a question:

FANDYR

How the heck should I know -- it
just started glow -- watch it!

Juvy and Singh's weapons reduce their surroundings to match sticks. They leap from the street to the second floor balcony, then to the roof.

Talon backs up against Mookie. Fandyr looks at him suspiciously.

TALON
You -- a wizard --

FANDYR
So?

TALON
So a little magic here would be
nice -- ungh!

A Shadowman knocks him away. Fandyr twirls his staff wildly -- BOLTS OF MAGIC ENERGY scatters the Shadowmen. He reacts, surprised. Mookie huddles over Kimi and Lexis, ROARS.

EXT. EDGE OF TOWN - NIGHT

The Barbarians ride into town and see Talon and Fandyr battling the Shadowmen . . . up on the inn's roof, Juvy and Singh fly and hack at each other.

Anaroth and Gundaf exchange a look. They charge towards the melee.

Fandyr struggles against the Shadowmen.

Talon desperately dodges two of them. He cries out as a Shadowman blade slashes his shoulder --

The Shadowman disarms Talon -- they leap in for the kill -- a WAR HAMMER SMASHES them aside! Talon looks up --

-- into Anaroth's scowling face.

TALON
. . . uh-oh . . .

EXT. THE SILVER DOLPHIN'S ROOF - NIGHT

Juvy and Singh fight on the edge. Singh feints high, she ducks -- he kicks her off.

EXT. ALLEY - NIGHT

Juvy falls -- into Gundaf's arms. They look at each other a moment, then he sets her on her feet.

GUNDAF THE RED
So, got a sister at home?

Two Shadowmen attack --

EXT. THE SILVER DOLPHIN'S ROOF - NIGHT

Singh puts a hand to his decaying lips -- blows a PIERCING WHISTLE --

Their Hell Beasts SCREECH toward them. Barbarians and townspeople scatter in fear. Singh leaps onto his beast's back.

EXT. STREET - NIGHT

Mookie looks up -- Singh's beast SLAMS between his eyes!

LEXIS
Run, Kim -- RUN!

Singh scoops them up as they flee --

Juvy runs to intercept them --

Anaroth hauls Talon into the street as Juvy leaps onto Singh's back --

TALON
Juvy!

A Shadowman swoops in and carries her off.

Her pouch falls to the ground.

The Shadowmen fly toward the mountains.

Talon chases them, but there's no way he can catch up. He watches in anguish.

Fandyr helps Mookie to his feet. Talon runs towards his horse. Anaroth grabs him.

TALON
Let me go! Let me --

ANAROTH
Here, pup, we've still got --

Talon CLOCKS him across the jaw. Anaroth barely blinks. He stares at Talon in surprise, then releases him.

Mookie and Fandyr watch the Shadowmen disappear into the distance. Talon and Anaroth join them.

TALON
We have to help them!

FANDYR
How? Can you fly? Didn't think so.

Mookie RUMBLES a question. Fandyr shoots him a dark look. Talon leaps into the saddle of his horse. Anaroth and Gundaf watch.

FANDYR

You outta your mind?! Didn't ya see what --

Talon gallops off. Fandyr rolls his eyes. Mookie GRUMBLES.

ANAROTH

He'll be slaughtered.

GUNDAF THE RED

Doesn't have a chance in Hell.

They grin, mount up on the run, and gallop after Talon.

Fandyr sees Juvy's pouch in the dust, GLOWING softly. He picks it up, dumps the orange gemstone into his hand.

His face lights up, he looks at Mookie. The rock troll doesn't say anything. Fandyr reluctantly glances towards the distant mountains. THUNDER rumbles.

EXT. CASTLE MORDATH - NIGHT

Perched atop a rocky promontory, across a gaping chasm. Lightning. THUNDER.

INT. CASTLE MORDATH - DUNGEON LEVEL

Hideous SCREAMS and SHRIEKS echo through the halls. Rats scurry across gnawed bones. Huge spiders hang from webs. THINGS that can't be seen clearly slither in dark pools of shadow.

INT. DUNGEON CELL

The Banti huddle in a dank corner. Harrowing SHRIEKS echo around them. Kimi's almost catatonic. Lexis hugs him tightly.

OS, ponderous FOOTSTEPS approach. They crawl into the shadows as the heavy oak and steel door SLAMS open. An Ogre stomps in, Juvy slung over his shoulder.

She's been abused to a fare-thee-well, her clothes torn, her face bruised. It tosses her to the floor, snarls at the Banti, and stomps out. The door SLAMS. ECHOES BOOM through the corridors.

Juvy groans. Lexis creeps out of the shadows, but Kimi grabs him, near hysteria.

LEXIS
 Shhh -- it's okay. It's okay,
 Kim. Come on. We hafta see if
 she's . . . it's okay.

Kimi clings to Lexis as he examines Juvy. Lexis brushes hair back from one exquisitely-pointed ear, they gasp in surprise.

KIMI
 She's -- an Elf!

LEXIS
 By the Sacred Frog, I never
 thought to --

Juvy groans, opens her eyes. She backs away from them in terror.

LEXIS
 Easy, lass -- easy, now . . .
 yer -- yer not 'fraid of us, now,
 are ye? Little bit o' folk like
 us? We - we're not gonna hurt ye
 . . . steady . . .

She backs against a wall, trembling. They approach her slowly. Kimi reaches out a tiny hand to touch her. She flinches, then gets herself under some semblance of control.

LEXIS
 There now, lass . . . there now.
 Y'see?

Juvy fights back a sob, smiles shakily.

JUVY
 I'm . . . h - here t - to rescue
 you . . .

LEXIS
 Oh?
 (chuckles)
 Well then, 'tis mighty glad we
 are to see you, M'Lady. Mighty glad.

KIMI
 Are . . . are you okay, Miss Elf?

She looks down into his frightened face. She pulls him close, hugs him, ruffles his hair.

JUVY
 I -- I won't . . . let them hurt you.

Lexis dips his cloak in a rusty metal tin of rancid water. He dabs at Juvy's bruises. She winces.

LEXIS

Sorry. Wish we'd known ye were a friend back in town. Mighta saved us all a bit o' bother.

Juvy fights back tears. Kimi slips his arms around her. Their gemstones GLOW in sync.

LEXIS

I don't suppose that those damned things can get us out o' here?

KIMI

Are they gonna . . . kill us?

JUVY

No . . . I don't think so. They need us . . . at least for now. They tried to make me --

She flinches as Lexis cleans her wounds. Kimi watches her, then he opens his tunic, touches his gem.

KIMI

Maybe I can get up --

JUVY

No -- !

She stops him, terrified. The OS SHRIEKS and SCREAMS continue. She looks around desperately.

LEXIS

Easy, lass, let me --

Juvy tries to crawl around the cell.

JUVY

We have to . . . get out . . .

She collapses. Kimi cuddles against her. Lexis covers her with what's left of his cloak. He looks around. The OS SCREAMS are louder . . . large RATS move in the corners.

EXT. IRON MOUNTAINS - DAWN

Talon, Anaroth, Gundaf and the Barbarians ride up a narrow trail. Loose shale dislodged by the horses' hooves CLATTERS down the slope.

Talon rounds a bend -- his horse rears up, almost throws him. The others ride to his side.

TALON
Whoa -- easy -- easy --

FANDYR (OS)
Huh! What'd ya do, crawl all the way up?

Mookie stands in the middle of the trail, the doughty wizard perched on his massive shoulder.

ANAROTH
Thought you weren't comin'.

FANDYR
Yeah, well, the little guys owe me money. We're wastin' time! Let's --

Mookie GROWLS warningly.

FANDYR
What? What is it?

They look around nervously.

TALON
I don't --

Suddenly, from every crevice, behind every boulder -- every possible place of concealment -- A PLATOON OF MOUNTAIN DWARVES emerges. They're armed with crossbows, spears, and double-bladed battle axes.

The Rescuers are completely surrounded. Mookie GROWLS.

EXT. JAI'PURNA - DAY

Outside the massive city's walls, a vast tide of humanity moves toward the city. They drive animals before them, many laden with possessions. On the horizon the Darkness sweeps towards them.

INT. PALACE - COUNCIL CHAMBER - DAY

Agilmar meets with Generals, Senators, and Representatives. The mood is grim. D'Thora's present, are are several Elves.

DARIUS

-- according to our latest intelligence. Many of the outer kingdoms have already fallen. I fear the Northlands are lost.

AGILMAR

How soon before they arrive?

Elf GENERAL T'CHALLA looks up from a large relief map.

GENERAL TCHALLA

Three days. Barely time enough for the Western and Southern provinces to send troops. I doubt we can expect help from the East.

AGILMAR

And the evacuation?

SENATOR KARTH

The majority of the population should reach us by nightfall tomorrow. It will be a tight fit
. . .

AGILMAR

Any word from your people?

D'Thora's look clearly says: "I have no idea."

AGILMAR

Where will they make first contact?

Tchalla uses his dagger to point to a spot on the map.

GENERAL TCHALLA

Here, the eastern rim of the Gorge of Malkuth. It's the only pass through the mountains for hundreds of leagues. It's narrow enough to defend . . . but should they breach it . . .

Agilmar studies the map.

AGILMAR

Assemble the troops. We leave as quickly as possible.

They salute, rise to attend their duties.

On a balcony, Iselin hugs herself and shivers. Distant THUNDER RUMBLES.

INT. IRON MOUNTAINS - TUNNEL

Talon, Fandyr, Mookie, Anaroth, Gundaf and the Barbarians, disarmed, march through a labyrinth of caves. On every ledge, outcrop and along the tunnel floor, hundreds of Dwarves keep a wary eye on them.

INT. IRON MOUNTAINS - MINES

They emerge on a stone viaduct. Dozens of them span pits that sink into darkness.

They stare in awe: the walls glitter with diamonds, rubies, emeralds, all being mined by hundreds of Dwarves.

FANDYR

Damn! I don't believe it! Look at this! It's -- it's the most --

An impatient Dwarf jabs him in the behind with his spear.

FANDYR

Ouch! Why, you little --

Hundreds of weapons swing in his direction. Mookie GROWLS.

FANDYR

Heh, uh, little wonderful person, you. Heh, heh.

They trudge across the viaduct.

FANDYR

Well, at least we'll die surrounded by money.

TALON

We're wasting time. We have to get out of here!

FANDYR

Oh, hey, why didn't we think o' that?

TALON

We could have made a stand above ground.

FANDYR

Easy, kid. I'm worried 'bout 'em too.

(off Anaroth's dubious look)
Hey, a guy can get . . . used to folks, y'know?

They march toward a vast cavern.

EXT. CASTLE MORDATH - NIGHT

In the courtyard a platoon of Ogres camps around smoking fires.

On a battlement Singh stares across the mountains toward a small, isolated patch of light against the encroaching murk.

INT. DUNGEON CELL

Kimi wakes. There's a SOUND coming from one corner . . . DIGGING . . . CHIPPING. He peers into the gloom.

Lexis uses a piece of rusted shield to chip at the stone wall. The SOUNDS are covered by the HOWLS and SCREAMS that fill the corridors.

Kimi crawls to him, curious.

KIMI

What are you doing? Papa?

Lexis works doggedly. As Kimi watches, part of the wall crumbles. Behind it is a small opening. A breeze ruffles their hair. Lexis peers in hopefully.

KIMI

What . . . how did you do that, Papa?

LEXIS

Someone else started it . . . I just hope they finished it.

Kimi glances anxiously at Juvy.

KIMI

What about her? We can't leave her here.

Lexis works at the edges with the shield.

LEXIS

It'll be tight, but I think she'll make it.

They peer in. The wind MOANS along the narrow twisting tunnel as it winds downward.

KIMI
Are you s - sure it's safe?

LEXIS
Nope. But it beats the
alternative. Come . . .

They wake Juvy. She cries out and Lexis clamps a hand over her mouth. She looks around fearfully.

KIMI
Shhh . . . we found a way out --
I think.

LEXIS
Best hurry . . . no tellin' when
they'll be back . . . come on,
now . . . that's it . . . that's
the way.

Juvy drags herself to the opening and peers in. She pulls back.

KIMI
It's okay, honest. We'll help
you. Don't be afraid.

She looks at them. Lexis nods. Juvy takes a deep breath.

LEXIS
I'll go first, then you, then Kim.

JUVY
No . . . I - I'll go last . . .

He looks closely at her. She nods. Lexis crawls in. Kimi looks at Juvy. She manages a smile, ruffles his hair, pushes him in. She glances back as a harrowing OS SCREAM echoes through the corridors. She crawls in quickly.

INT. TUNNEL

Lexis crawls over the dank stones. It's close, but there's enough room for Juvy to wriggle after them. He glances back to make sure they're both there, and, as he turns forward again --

A large RAT rears up in front of him, SQUEALING!

LEXIS
Yaaaahg!

He claps a hand over his mouth, shoes it away.

LEXIS

G'wan . . . get outta here, you
filthy beggar . . . git -- scat!
Get --

He pegs a rock at it. It scampers off. Lexis crawls on, Kimi behind him, Juvy last. Her eyes rove everywhere.

INT. IRON MOUNTAINS - HALL OF THE MOUNTAIN KING

Vast. Beautiful. Incredible limestone formations, and towering pinnacles of rock.

Dwarves: male and female, young and old, watch Talon, Anaroth, Fandyr, Mookie, Gundaf and the Barbarians as they're escorted none too gently to a throne carved from a giant jewel.

On the throne is KING HAGILMYRE, surrounded by his personal guards. He scowls at the prisoners.

KING HAGILMYRE

More thieving long pigs?! Fah!
Don't you knuckleheads ever learn?

Angry MURMURS from the Dwarves, many of whom shake their weapons.

FANDYR

Hey, wait a minute, you guys!
Come on -- we didn't come here to
rob ya -- no, don't be ridiculous.

KING HAGILMYRE

Then why're you here?

FANDYR

Er, well --

KING HAGILMYRE

Heard it all -- don't believe
it -- take 'em away.

The Dwarf Guards move in on them.

FANDYR

Hey, whoa -- wait! Hang on there --

Mookie GROWLS and the Dwarves fall back.

Hagilmyre nods to some Dwarves near a large stone machine. They haul down several LEVERS -- hidden MACHINERY RUMBLES -- the floor beneath the prisoners opens like a huge SIFTER.

FANDYR
Whoa -- whoa -- yipes!

ANAROTH
Watch it --

They balance precariously on narrow stone cross-pieces. Below them is a LAVA LAKE.

KING HAGILMYRE
He may be spear and arrow-proof,
but I guarantee this'll take the
snarl out of 'im.

TALON
We don't give a damn about your
jewels! We're trying to find
some friends of ours who were
kidnapped --

KING HAGILMYRE
Right. Good one. Five extra
points for originality.

He gestures.

The openings widen. They teeter desperately, their hands bound, trying to keep their balance. Mookie ROARS at the Dwarves. They HOOT and CHEER, place wagers on who'll fall first.

ANAROTH
He's telling the truth!

KING HAGILMYRE
That'd be a new one for humans.

The Dwarves howl with laughter. The openings widen . . . the cross-pieces get narrower.

ANAROTH
Give us weapons! Let us die like
warriors!

Hagilmyre confers with several Dwarves. He looks up.

KING GWYLMIRE
No.

Talon starts to fall in. Mookie grabs him, he dangles above the molten rock.

Fandyr wriggles around precariously on his narrow strip. He almost loses his footing, wobbles back and forth.

FANDYR

Whoa -- whoa -- whoa! How 'bout
a little help here?!

KING HAGILMYRE

Glad to oblige. Give 'em a push!

Several Dwarves jab and poke them with halberds and pikes. The others LAUGH and CHEER.

Fandyr's gyrations cause the gem he's wearing to slip out from under his robes. It gleams like a captured star.

The Dwarves stare in awe.

Mookie ROARS desperately as his perch all but disappears.

Hagilmyre stares hard at them. He nods to the Dwarves at the levers. They grumble, disappointed, reverse the floor.

As it reforms, several Dwarves scurry out and pull Talon up. The prisoners sink to their knees.

FANDYR

Whew . . . thanks, your
Dwarvishness, we --

KING HAGILMYRE

Blah, blah, blah! Guards --

A sea of WEAPONS moves in.

KING HAGILMYRE

Where'd you get that?

FANDYR

Huh? I always had it. It
belonged to the Brotherhood of Light.

A Dwarf searches Fandyr. He pulls out the stone Juvy took from Anaroth. The Dwarves gasp as their radiance fills the hall.

Hagilmyre fixes them with a look.

INT. IRON MOUNTAINS - DWARF SANCTUM

A cathedral-cavern lined with Dwarf statues. Massive columns rise into darkness.

A central altar is surrounded by statues . . . a Dwarf, an Elf, a Human, a Banti, a Wizard . . . facing outward from the altar.

The Dwarf statue has a gemstone in its upraised hands. Hagilmyre and scores of Dwarves face it, heads bowed. The prisoners are unbound, and face the altar.

KING HAGILMYRE

We prayed this time would never come.

He lifts the gemstone, places it around his neck. He draws a deep breath -- shudders -- it GLOWS brightly and imbeds itself in his forehead.

The Dwarves MURMUR as he turns to face the humans. He nods to two Dwarves, who hold Fandyr's gemstones.

TALON

Why didn't they do that?

Talon stares at the stones, but neither of them glow.

Hagilmyre ascends several carved steps. In the center of the statues is a pool of shimmering water. He motions to the humans. Anaroth and Talon join him.

Fandyr looks at the blue gem. Mookie RUMBLES softly. Fandyr shrugs, joins the others.

Hagilmyre holds a hand over the pool. It ripples, becomes agitated. Suddenly -- it SHOWS Kimi and Lexis crawling through the tunnel.

FANDYR

It's them! The little guys!
Where --

KING HAGILMYRE

Shhh!

Juvy crawls into view. Talon reaches for the pool, but Anaroth grabs his hand. The image shifts to Singh, atop the castle battlement.

FANDYR

Ugh! That's one of 'em . . .
where are they?

TALON

We have to find them!

Hagilmyre confers with a Dwarf who runs from the chamber.

EXT. CASTLE MORDATH - NIGHT

In a section of the outer wall near one corner, whipped by high winds, a bit of mortar dislodges . . . and a crumbling stone block collapses. Juvy pushes the detritus away, crawls to the edge to look out.

She's perched above a dizzying chasm! All around the fortress the jagged spire drops for thousands of feet until it's lost in mist.

Lexis and Kimi peer out beside her.

LEXIS

Great . . .

JUVY

There!

A dozen feet away is a narrow ledge against the sheer wall. It's only a foot or two wide, and winds along the cliff face.

Lexis looks at her.

LEXIS

Maybe we took a wrong turn . . .

Juvy works her way toward it.

KIMI

Oh -- be careful, Miss Elf!

She perches above the drop. She clings to the rock, her eyes closed.

Kimi and Lexis watch her with bated breath.

Juvy opens her eyes, gauges the distance, then holds a hand out to the Banti. They draw back. Juvy looks at them impatiently.

They edge out to her . . . Juvy grabs Kimi's hand and swings him onto her back.

LEXIS

This is madness! We'll never make it!

KIMI

Yes we will, Papa! We'll make it . . . we have to.

Lexis looks at him, then down. He shuts his eyes, mouths a short prayer, edges out beside Juvy.

Slowly, they climb down the sheer face, finding precarious hand and foot-holds . . . moving towards the tiny ledge.

Under Juvy's foot some of the rock gives way! Kimi SCREAMS -- for a moment they dangle --

Lexis edges around them desperately. He looks down.

LEXIS

All right . . . all right now --
just -- careful! Easy now . . .
bit at a time . . . that's it --
that's the way . . .

Juvy finds a foot-hold, and sobs with relief as she regains the ledge. She opens her eyes and looks into Lexis'. She nods, and he edges along ahead of her.

Whipped by SHRIEKING winds, they continue their descent.

EXT. IRON MOUNTAINS - WARHELM PASS - TWILIGHT

On a promontory Talon looks toward the mountains. The wind whips his hair. Mookie sits nearby, RUMBLES softly.

Beyond the mountains Darkness roils. Lightning flashes . . . THUNDER.

Fandyr and Anaroth join them.

FANDYR

They're probably headed for
World's End. It's a long shot,
but the Banti know that's where
they've gotta go.

Anaroth squeezes Talon's shoulder. Mookie GROWLS a question.

FANDYR

Yeah, but we're still one . . .
or maybe two short.

TALON

What do you mean?

ANAROTH

All the gems have to go to
World's End.

FANDYR

I guess as the last of the
Brotherhood, it's up to me to
take this one.

He holds up the blue gem sadly. Mookie RUMBLES proudly, ruffles Fandyr's hair.

TALON
What about the other one?

Anaroth holds it up.

ANAROTH
It was entrusted to Men . . .
(shrugs)
Maybe the keepers are all dead.

Talon meets Anaroth's eyes.

Slowly, Anaroth extends it.

Talon hesitates the barest fraction of a moment, then he takes it. To their surprise, it GLOWS.

FANDYR
Well, I'll be . . .

Mookie puts an enormous hand on Talon's shoulder. Talon looks up at Anaroth, who smiles.

ANAROTH
I knew you hadda be good for something.

OS WAR HORNS blare. They look toward the pass.

A vast army of Dwarves is mounted on war ponies, armed for bear. Fandyr, Talon, Anaroth, and Mookie join Gundaf and the Barbarians.

ANAROTH
We'll swing by and pick up my people. It's been too long since we've had a good scrap.

Hagilmyre joins Talon, Fandyr and Mookie. He wears mail and leather armor, carries a battle-ax, a short sword and wears a belt with several sheaths and pockets.

FANDYR
Whoa, get a load o' you, shorty!
Who'd o' thunk it?

KING HAGILMYRE
For your information, I was a seasoned warrior while you were still messing your diapers, sonny.

They mount up alongside a dozen DWARF COMMANDOS. Talon is anxious to be off.

ANAROTH

She'll be all right, lad. That's a warrior wench if ever I've seen one.

Hagilmyre raises his battle-ax overhead.

KING HAGILMYRE

For freedom -- and victory!

The company answers with a resounding SHOUT.

Anaroth and Talon thud their fists on each other's shoulders.

Anaroth and his Warriors spur their horses off.

The Dwarf Army salutes their king and THUNDERS off through the pass.

TALON

Let's ride.

They speed off in the opposite direction.

EXT. PLAINS - DAY

A city burns.

Shape-shifters tear at dead bodies savagely.

Darkchylde's army covers the plains and hills. Armor CLANKS, beasts BELLOW.

Huge siege engines RUMBLE . . . hideous mahouts ride enormous Warbeasts . . . legions of foul Monsters trudge steadily across the land.

At the head of the army Darkchylde glides on his hell beast in war helm and black armor.

EXT. JAI'PURNA - GATES - DAY

Terrified multitudes move across the plains, and through the huge golden gates. Frightened animals raise an incredible RACKET. Soldiers attempt to keep order.

On the horizon, the Darkness sweeps toward them.

INT. PALACE - GREAT HALL - DAY

Controlled bedlam. Iselin enters to find Agilmar being suited up in his armor. She looks at him anxiously.

AGILMAR

Any word?

GENERAL TCHALLA

The Demons are between us. It's doubtful --

He stops when he sees Iselin. Agilmar nods to his Aides, they bow and move off. He takes his wife's hands and smiles at her.

ISELIN

Must you go?

AGILMAR

I am the king.

She trembles against him.

ISELIN

I could not bear to lose both of you. It is my fault Jovita --

He stops her with a gentle hand on her lips.

Tchalla approaches. Agilmar raises Iselin's face, looks into her eyes.

AGILMAR

I will return, my heart. I am not fated to die beyond the Palace walls.

They kiss, then Agilmar marches off as Iselin watches wretchedly.

INT. TOWER CHAMBER - BALCONY - DAY

Darius watches the huge army mass below. He steps into the light -- there's a tiny homonculus perched on his shoulder. He feeds it a scrap of raw meat, rubs its scaly head.

EXT. JAI'PURNA - PALACE - DAY

Agilmar gallops down the main avenue towards the gates at the head of the army.

Iselin watches from a balcony. A strong wind whips at her garments. In the approaching Darkness, lightning flashes, THUNDER growls.

EXT. A ROCKY CANYON - DAY

Anaroth, Gundaf and the Barbarian Warriors gallop through a narrow defile. SCREECHING Mountain Goblins hurl rocks at them. The Warriors fall.

Anaroth looks back as he and Gundaf barely escape.

On the cliffs, the Mountain Goblins HOWL and SHRIEK!

EXT. BLACK DRAGON MOOR - NIGHT

Juvy, Lexis and Kimi struggle across the desolate terrain. The only living things are large deformed lizards and serpents. Carrion birds circle overhead. The Banti look exhausted.

Juvy looks up toward distant mountains . . . they glow faintly.

KIMI
It's . . . still so far away.

She picks him up. They trudge a few yards, she stops to rest. Lexis stares ahead.

LEXIS
Princess . . .

Juvy looks up.

A plume of smoke rises from a fire.

EXT. CAMP - NIGHT

Armed NOMADS camp around a fresh-water pool. They have several wagons and horses. One looks up, a hand goes to his curved sword. The others rise as Juvy and the Banti appear out of the dark.

The nomads confer while looking them over. One reaches for Juvy, she slaps his hand away.

Another grabs Kimi roughly. Juvy drops him with a spinning back kick.

The nomads look at their fallen comrade, then at Juvy.

She stares back defiantly.

One of them reaches out and brushes hair back from her ear.

He grins. They pull back their hair to reveal Elf ears.

EXT. BLACK DRAGON MOOR - NIGHT

Juvy gallops on a horse, a curved sword slung across her back. Kimi rides in front of her, Lexis clings on behind her.

INT. JAI'PURNA PALACE - THRONE ROOM - DAY

Iselin enters and sees Darius draped languidly on the throne. He smirks at her. She turns to the Guards.

ISELIN

Remove him!

They don't. She looks at them angrily.

DARIUS

Save your ire, M'Lady. Your husband's misguided lackeys ride with him to their doom.

(off her startled look)

These are my loyalists. You may speak freely before them.

Iselin starts toward him as he takes a drink from a golden goblet. The Guards grab her roughly. She seethes as they search her and take her dagger. They present it to Darius.

DARIUS

Naughty, naughty. I believe you will find that the winds of fortune have shifted. A new --

She tries to reach him. The guards hold her.

DARIUS

There is no reason for all the Royal House to perish.

(off her black stare)

Is it not enough to have lost your brat and that misguided oaf of a husband?

ISELIN

If I am to be imprisoned, imprison me! Your impotent prattle wearies me.

Darius glares, then smiles.

DARIUS

As you wish. Since you do not find me acceptable, perhaps our new Master will be more to your liking. He has a taste for . . . innocence.

Iselin shudders.

EXT. JAI'PURNA - PRISON TOWER - DAY

It rises like an ivory needle above the city, the skies racked by lightning.

INT. TOWER CELL

Iselin's shoved in roughly, they SLAM the door. She looks out the window. In the distance, the gorge is pooled in shadow.

EXT. BLACK DRAGON MOOR - NIGHT

Hagilmyre, Talon, Fandyr, Mookie and the Dwarf Commandos ride across the steaming landscape. Their horses suddenly rear up.

FANDYR

Whoa! Whoa, you stupid -- whoa!

Mookie GROWLS nervously. They pass a huge bog. Twisted trees rise from its misty waters. Immense boulders are scattered about.

TALON

I don't suppose we can go around?

Hagilmyre squints into the murk.

THOKAR

Take too long. They've already got too good a start.

FANDYR

I was afraid of that.
(to Mookie)
Stay close, huh?

Mookie GROWLS. It's spooky and unsettling. The horses rear and WHINNY, and as they turn to calm them, a BOG MONSTER erupts from the swamp!

TALON

Crom!

FANDYR

Yow!

Tentacles slash at horses and riders.

Talon's thrown into the water.

Mookie splashes in after him as a powerful tentacle wraps around Talon.

KING HAGILMYRE

Get him!

FANDYR

Mookie -- what are you --

Talon's dragged toward deep water, struggling in terror. Mookie tugs against the Lovecraftian horror.

FANDYR

Mookie! Mookie -- look out! MOOKIE!

The Dwarves fire crossbows, but the bolts bounce off the hideous horror.

Mookie strains -- the tentacle he's pulling on snaps -- dumps him into the drink as the Bog Monster submerges with Talon.

Mookie dives after it. The noxious surface is still . . . a few bubbles rise to the surface.

KING HAGILMYRE

What -- where are they? Can you --

FANDYR

Mookie -- MOOKIE! MOO --

Mookie erupts from the muck -- Talon held aloft in one massive hand.

FANDYR

MOOKIE!

The Bog Monster's slimy tentacles engulf Mookie as he holds Talon up out of its reach. It's a losing battle, and, with a final BELLOW, Mookie hurls Talon toward shore.

KING HAGILMYRE

Look out!

Talon splashes down near them, they drag him clear.

Fandyr watches Mookie struggle with the seething abomination.

FANDYR

Mookie -- get outta there! Get out!

Mookie's held fast. With horrible SUCKING sounds the Bog Monster drags him under.

Talon jumps to his feet, coughing, and starts towards him.

FANDYR
MOOOOKIIIIIEEEE!

TALON
Nooooo!

Hagilmyre and the Dwarves hold Talon back as Mookie disappears. The water bubbles and seethes.

Fandyr stares at the rippling surface, stunned.

FANDYR
. . . Mookie . . .

Stillness settles. Fandyr sinks wretchedly to his knees.

EXT. JAI'PURNA - CITY GATES - DAY

Anaroth and Gundaf ride through mobs of people and animals toward the city.

ANAROTH
Make way -- make way there, people!

GUNDAF THE RED
The demons will be here before
they're all inside.

They ride through the crowds toward the gates.

EXT. JAI'PURNA - PALACE - DAY

They dismount, start up the steps. The Palace Guards bar their way with drawn weapons.

GUNDAF THE RED
Out of the way, man! We must see
the king!

PALACE GUARD
No one gets into --

ANAROTH
Lemme explain it to 'em.

The CAPTAIN OF THE GUARD comes down accompanied by twenty Soldiers.

CAPTAIN OF THE GUARD
What's the problem, sentry?

ANAROTH

We have to see the king. It's a matter of grave importance! Get out of --

The Soldiers move on them, weapons drawn.

ANAROTH

We don't have time for this!

He hurls them all over the steps. Gundaf grabs a couple, bangs their heads together. FOOTSTEPS rush toward them.

GUNDAF THE RED

Anaroth!

More Palace Guards rush down the steps toward them. Anaroth picks a Soldier up and hurls him into them. He and Gundaf run for the Palace. The Guards pursue them.

INT. PRISON TOWER - DAY

Two Guards enter with food and water. Iselin lies on the floor, her back to them. Worried, they approach -- one reaches for her shoulder. She erupts in Elf hand-to-hand combat, beats the crap out of them. She grabs a sword, dashes out, locks the door.

INT. PALACE - THRONE ROOM - DAY

Anaroth and Gundaf fight their way in. Darius rises from the throne,

DARIUS

What -- GUARDS -- stop them!

As the fight continues, D'Thora comes in.

D'THORA

What the Hell is goin' on here?!

DARIUS

Assassins! Archers --

The Soldiers surround Anaroth and Gundaf. D'Thora sees a Dwarvish message sigil in Anaroth's belt.

D'THORA

Hold! Hold, I say!

D'Thora strides over to Anaroth. He grabs the sigil.

D'THORA

Where'd you get this?

DARIUS
That is of no import. Archers --

D'THORA
The Hell it isn't! Speak up,
where --

ANAROTH
From King Hagilmyre of Iron
Mountain.
(off D'Thora's look)
We were there two days ago --
they're riding here to help.

Darius reacts to this news.

D'THORA
By my Grandfather's Balls! Let
them go, we --

DARIUS
Seize them all!

D'THORA
What the Hell d'you think you're
doing, you --

DARIUS
Place them in the tower . . . for
now. We will deal with these
traitors later.

The Soldiers cover D'Thora also. He looks around, seething.

D'THORA
Where's the Queen?! I demand to
be taken to her at once!

DARIUS
Precisely what I had in mind.

The Soldiers shove them toward the door. Darius sits on the
throne, sips from a golden goblet.

INT. PALACE CORRIDOR - DAY

A dozen Soldiers march down the long hallway. When they're
gone, Iselin comes out from behind a column. She moves off
in the opposite direction.

INT. PALACE COURTYARD - DAY

Iselin hears approaching OS VOICES, slips behind a column. Soldiers march D'Thora, Anaroth and Gundaf past. She steps out behind them.

ISELIN

Hold!

The Soldiers turn.

ISELIN

Lay down your arms, and you may live.

They rush her, she cuts them to shreds. D'Thora, Gundaf and Anaroth run to Iselin as she wipes her blade on one of her fallen foes' tunics.

D'THORA

What madness --

ANAROTH

You have to be Princess Juvy's mother.

ISELIN

Juvy?! How do you --

ANAROTH

She lives, headed for World's End with the Banti . . .

Iselin almost weeps with relief.

D'THORA

Would someone mind telling me what the Hell is going on?!

ISELIN

The king! Darius sends him into a trap!

They start down the hall.

D'THORA

I never did trust that piss-weasel!

ISELIN

There are still loyal Palace Guards. If we can reach them --

DARIUS (OS)

I rather doubt that, My Lady.

They skid to a stop.

The corridor's barred by Darius and twenty armed THUGS. They start back the other way -- twenty more SOLDIERS bar that route.

DARIUS

Alas, it appears that Elves and Dwarves conspire against the crown.

ISELIN

Only a fool would believe --

DARIUS

True, but the fools will believe whatever I tell them. And since I alone will be able to negotiate a truce to save their miserable lives --

The four stand back-to-back as the lethal ring tightens.

DARIUS

I know your skill well, M'Lady, but not even you can stop forty arrows.

D'THORA

Bring it on, chicken droppings.

DARIUS

Archers! Prepare --

CAPTAIN OF THE GUARD (OS)

Hold!

On the balconies PALACE GUARDS aim longbows at Darius and his minions. He glares up at them.

DARIUS

Lay down your arms! This is --

ISELIN

Listen to me -- he has sent the king into a trap --

DARIUS

She lies! She is the one --

D'THORA

Bullshit! If we don't warn them, they'll be massacred!

The Palace Guards hesitate, unsure of who to believe.

ANAROTH

She speaks the truth! If you
don't --

Darius grabs a crossbow and fires -- impales Iselin through the shoulder. As she falls, Darius flees. D'Thora dashes after him. As the Palace Guards join the chase:

D'THORA

Stay back -- he's mine!

Darius leaps onto a ramp to a narrow runway above the courtyard, with D'Thora close behind.

He pauses to fire more bolts -- D'Thora SMACKS them out of the air with his ax.

Darius throws the crossbow and runs. D'Thora charges after him.

D'Thora catches him. Darius whips his sword out, they exchange furious blows. He's a skillful swordsman, and D'Thora has his hands full.

The Palace Guards surround Darius' men, who drop their weapons.

D'Thora and Darius battle savagely above the courtyard. Darius drives him back towards the edge.

DARIUS

You will die like a dog!

TALON

Whew! I will if I have to keep
inhaling that foul breath!

Darius hacks at him, but D'Thora evades his attack. They move out onto a narrow cornice ending in a four-story drop.

Anaroth and the others watch anxiously as the Captain tends Iselin's wound.

D'Thora's foot slips -- Darius leaps in to finish him.

ISELIN

D'Thora!!!

They go over -- D'Thora's ax slices through Darius' torso!

The evil advisor SLAMS to the ground -- and TRANSFORMS INTO A GOBLIN! He dies with a horrible GURGLE.

They look up -- D'Thora hangs onto a gargoyle.

ANAROTH
 Son of a bitch . . .

EXT. PALACE COURTYARD - DAY

Iselin, her arm in a sling, mounts her horse. Anaroth's mounted beside her with twenty GUARDS.

D'THORA
 This is madness! Someone else --

ISELIN
 He is my husband.

ANAROTH
 For Gortan's Sakes, let's go
 before the war's over, willya?

They gallop through the gates.

D'THORA
 Healer -- my mother wanted me to
 be a healer. . . but would I
 listen . . . ?

EXT. DEAD LANDS - NIGHT

Juvy leads her horse through a blizzard. Kimi and Lexis ride, huddled in their cloaks. Juvy stumbles, drags herself up, peers into the storm.

Behind a ridge the Shadowmen watch. Their beasts HISS restlessly in the background.

EXT. BLACK STEPPES - NIGHT

Hagilmyre, Talon and the Dwarf Commandos hunt for Juvy's trail. Fandyr slumps on his horse, disconsolate. THOKAR, one of the Commandos, looks up from the hard-packed earth and sniffs the air.

THOKAR
 They're not alone.

Talon looks afraid.

Hagilmyre opens his armor, peers at his gem. There are DARK STREAKS in its aura.

He glances at Fandyr, still deep in despair and loss.

EXT. AN ICY RIDGE - NIGHT

Juvy struggles up the slope. She falls. It doesn't look like she'll be able to get up. The Banti are just about finished. Kimi's gemstone GLOWS . . . SOUNDS a tentative NOTE.

He stirs weakly. The light grows stronger. He looks up . . .
 . . . through bleary, frost-rimmed eyes, he sees something between two towering icy pinnacles. It GLOWS dimly . . . a portal?

He tries to call out to Juvy, but his lips are frozen. He shuts his eyes tight . . .

On hands and knees in the snow, Juvy shivers. Her gem GLOWS, SOUNDS the same NOTE. She raises her head. Looks looks at Kimi.

He points weakly ahead.

Juvy struggles to her feet, staggers forward, leads the horse toward the shimmering cleft.

Almost dead on her feet, she looks up at an ornate portal of light.

In the center of its filigreed scrollwork and sigils are circles containing symbols for the gems.

She staggers back and pulls Kimi off the horse. They face the barrier, with no idea what to do.

Kimi leans forward, shivering, one arm out to touch it. Juvy staggers toward it -- as they touch the barrier, it BLAZES! They stand, awash in the brilliant light --

Lexis looks up from where he shivers on the horse . . . half-dead.

Juvy and Kimi are bathed in mystic light. It forms a tunnel that pierces into the mountain.

Juvy and Kimi shade their eyes, peer into the tunnel. She sets him down, staggers back for Lexis.

EXT. A RISE

The Shadowmen watch. Singh's hand goes to his jewel. His eyes burn fiercely.

EXT. JAI'PURNA - PLAINS - DAY

The army moves across the greensward.

Agilmar stares at the gorge.

It's dark, silent.

EXT. GORGE OF MALKUTH - DAY

It's full of Hobgoblins, Ghouls and Orcs. On the other side Darkchylde's army masses.

EXT. JAI'PURNA - PLAINS - DAY

As they ride closer:

AIDE

Sire, riders approaching from the city!

Iselin, Anaroth and twenty Palace Guards gallop toward them. Iselin reins up before Agilmar.

AGILMAR

What --

ANAROTH

It's a trap! An ambush!

ISELIN

Darius has betrayed us!

Agilmar looks towards the gorge.

AGILMAR

Sound retreat!

BUGLES sound, they turn their mounts.

EXT. GORGE OF MALKUTH - DAY

The Demon Army sees them gallop away. They HOWL and ROAR -- rush down the gorge's rocky sides --

-- and spill out, preceded by HOWLING Berserkers!

EXT. PLAINS - DAY

As they ride, Iselin glances off to the right --

-- Trolls and Orcs THUNDER down from the surrounding hills on huge, snarling WOLVES, flanking them.

Anaroth glances back --

-- the Darkness sweeps into the gorge.

AGILMAR

Sound the charge!

BUGLES blare.

Swords and pikes whip into position.

Horses gallop toward the advancing monsters.

The earth shakes.

The two forces THUNDER toward each other.

Iselin unsheathes a SHINING Elf blade.

Behind them Darkchylde's army HOWLS for blood!

They CLASH in a maelstrom of swords, arrows, spears, SCREAMS and HOWLS! The savage wolves bring down several horses. They fight valiantly, but it's clear they won't break through before the main force reaches them.

Iselin cuts down Orcs and Trolls as Soldiers fall around her.

The main force of the Demon Army pours out of the gorge! Thousands of misshapen forms -- SHRIEKING -- HOWLING -- ROARING! Arrows fly --

Several Soldiers fall!

An Ogre knocks Agilmar off his horse. Anaroth lands on top of it, RAMS his sword through its torso.

ANAROTH
Quickly, mount up!

Agilmar hesitates. Anaroth lifts him into the saddle, slaps the horse on its rump. As it gallops off, he braces to make his stand -- there's an OS WAR CRY --

The army of Dwarves THUNDERS in from the right flank --

An army of ELVES gallops in from the left. They loose volleys of arrows with machine-gun precision --

They SMASH into the Demons and their savage mounts, ride over them.

Anaroth's Barbarian Warriors, male and female, sweep down from the hills, cut into them from the rear.

Iselin rides towards Anaroth at full gallop, leading a horse -- he swings into the saddle -- they ride after the others.

EXT. GORGE OF MALKUTH - DAY

Darkchylde HOWLS with rage. The army gallops towards the city barely ahead of their demonic pursuers.

EXT. JAI'PURNA - ATOP THE WALLS - DAY

D'Thora peers down at the approaching riders.

D'THORA

Ready!

EXT. JAI'PURNA - CITY GATES - DAY

Arrows, bolts and spears rain down on the Berserkers and the leading edge of the Demons. Their bodies slow down the rest of the Dark Army.

The Elves ride and fire arrows behind them with deadly precision.

The army gallops into the city. The massive gates swing shut amidst a rain of deadly missiles from both sides.

EXT. DEAD LANDS - NIGHT

Talon, Hagilmyre, Fandyr and the Dwarf Commandos struggle through a blizzard. Visibility's down to zero. They and their mounts are covered in snow.

Suddenly -- SNOW TROLLS rise up -- attack savagely, taking three Commandos out. The others leap to defend themselves.

Fandyr looks up, shaken out of his remorse as a large, fearsome Snow Troll looms over him --

EXT. WORLD'S END - NIGHT

Juvy, Kimi and Lexis look up.

Acres of giant briars and thorns surround an IVORY TOWER overgrown by vines.

Juvy opens her tunic. Her gem GLOWS, emits a low HUM. Kimi exposes his, which also GLOWS. He stands beside Juvy as Lexis wearily surveys the barrier.

LEXIS

. . . oh, good . . . looks like
the hard part's over . . .

EXT. JAI'PURNA - ATOP THE WALLS - DUSK

Agilmar climbs atop the wall accompanied by Anaroth, D'Thora, Iselin, and scores of Elf, Dwarf and human warriors.

The plains are black with ARMED, ARMORED MONSTERS . . .
towering siege engines . . . fearsome ROARING war beasts.

Darkchylde's Hell Beast lands before the wall causing a small windstorm. Every weapon aims at him.

DARKCHYLDE

There is no need to be destroyed.
Surrender and your people will be spared.

AGILMAR

You'll forgive us if we don't believe you.

DARKCHYLDE

As you wish.

He flies back toward his army. The Defenders exchange a grim look.

D'THORA

That went well.

DARKNESS settles. Within moments it is night.

The Defenders clutch their weapons tightly. There's fear on many faces.

With a SHRIEK the hideous tide surges toward the city from all sides! The earth SHAKES --

-- weapons gleam --

-- feet, claws and hooves SHAKE the earth --

-- the air's filled with the BELLOW of beasts!

EXT. WORLD'S END - NIGHT

Juvy and Lexis search the edge of the thorn barrier. Kimi stares at the distant tower.

JUVY

Here . . . I think I found a path.

LEXIS

That's a path?

She turns to reply, sees something that freezes her blood --
The Shadowmen scramble toward them.

JUVY

Kimi!

He turns, pales in horror! Singh streaks toward him --

Juvy flings several shuriken --

One embeds itself in Singh's eye -- he SHRIEKS --

Lexis grabs Kimi and runs for the barrier.

The Shadowmen chase them. Juvy fires her longbow like a
gattling gun!

Two Shadowmen are hit, they stumble --

Singh holds his ruined eye, black blood oozes from between
his fingers. He flings his dagger --

-- into Lexis' back --

LEXIS

Aaaaagh!

Lexis staggers into the brambles carrying Kimi. Juvy
follows, firing arrows at the Shadowmen. The Shadowmen stop
at the opening.

INT. BRIAR HEDGE - NIGHT

Juvy moves behind Lexis, her bow nocked and ready. He
struggles to keep going. Kimi looks back, frightened.

Behind them, the Shadowmen move through the hedge, searching
. . .

Juvy and the Banti weave through the thorns. Lexis stumbles.

KIMI

Papa!

Juvy picks him up, sees his wound. It's festering, turning
black. Kimi hugs him tightly, sobs.

KIMI

Papa . . .

Juvy drops her bow and picks Lexis up.

JUVY

Quickly, Kim . . . hurry! Hurry!

She takes his hand and plunges deeper into the hedge.

The Shadowmen stalk them. Singh stops, looks down at the ground.

Drops of blood.

He smiles.

EXT. JAI'PURNA - NIGHT

Siege engines hurl FIERY MISSILES at the walls.

Monstrous archers and spear men shoot down Soldiers. A rain of arrows and spears fells advancing Ogres and Trolls.

Trolls mounted on harpies and huge bats circle the city, fire at the defenders.

EXT. JAI'PURNA - ATOP THE WALLS - NIGHT

Several Defenders topple off. Monsters move close under cover of their shields, carrying siege ladders. The air's full of lethal missiles.

ANAROTH

They're gonna try to breach the walls! Up top -- hurry! Hurry!

The Defenders fire arrows and spears. Dozens of monsters fall, but the hideous tide is inexhaustible.

D'Thora works one wall, Anaroth works another. A barbed arrow bounces off Anaroth's shield, almost topples him off the wall.

D'THORA

Watch it, huh? Told ya you were too big to be any good at this!

Anaroth grins as he turns back to fight a bat-mounted Troll. He mortally wounds the steed, then hacks the Troll to bits.

Agilmar climbs up onto the wall, using his shield to deflect arrows.

ANAROTH

Hey, you should stay below, Sire! It's dangerous up here.

AGILMAR
It's my city, I must -- uh!

He deflects another arrow.

Elf and human archers fire at the attacking monsters. Elves fire and reload so quickly they're virtually a blur.

ANAROTH
Close up that hole! Watch it --
more archers onto the wall! Hurry!

AGILMAR
Gods! How can there be so many?

D'Thora scoots over, keeping low.

D'THORA
Doesn't look good, Sire. Our
people turn into their people
when they fall.

AGILMAR
Thin out their ranks! Archers --
spearmen!

They fire down at the attackers.

The ground's covered with bodies which the attackers clamber over. Some stop to tear chunks out of their fallen brethren and devour them as they surge on.

EXT. JAI'PURNA - BATTLEFIELD - NIGHT

Darkchylde watches from his Hell Beast. He sees Agilmar atop the walls. An evil grin spreads across his face. He raises his hands, a miniature MAGICAL STORM coalesces into a BLAZING DART, which he blows --

-- it hurtles toward the City --

EXT. JAI'PURNA - ATOP THE WALLS - NIGHT

-- and SLAMS into Agilmar's heart.

AGILMAR
Aaaaagggghhhh --

He falls backward. Anaroth grabs him.

D'THORA
Haefir's Balls! Get him down --
hurry!

Soldiers carry Agilmar down. D'Thora and Anaroth look towards Darkchylde.

Monsters are erupt out of the cracked earth.

EXT. WORLD'S END - NIGHT

Juvy emerges from the hedge carrying Lexis. Kimi clings to her, stares up at his father, anguished.

Juvy sets Lexis down gently.

He's almost translucent. He coughs up blood and bile, trembles violently.

KIMI

P - papa, don't leave me --
please, Papa!

LEXIS

Now . . . now, Kim . . . we
got -- work . . . to do . . .
don't we, lad? Eh?

Kimi shakes his head, wretched. Lexis gently touches Kimi's face, shudders in pain. Kimi throws himself onto his father, weeps. Juvy keeps an eye out for the Shadowmen as she tends Lexis, but there's nothing she can do for him.

KIMI

No . . . please, Papa . . . don't
leave me . . .

LEXIS

Kim . . . Kim -- look at me . . .

Kimi slowly raises his face. Lexis manages a smile.

LEXIS

What about -- yer Mama . . . eh?
If we don't -- if we don't finish
this -- who'll help them . . . eh?

Kimi shakes his head miserably as Lexis is seized by a painful spasm. Juvy turns away.

LEXIS

. . . Princess . . . ? Princess .
. . .

She takes his hand. He tries to focus on her.

LEXIS
 . . . ye'll look after 'im, won't
 ye . . . ye'll --

He's wracked by convulsions. Kimi loses it. Juvy gently takes Kimi in her arms.

LEXIS
 . . . Gotta . . . get . . . gotta
 do it . . . Kim . . . up to us --

Lexis convulses violently. Kimi presses his face against Juvy, sobs.

LEXIS
 -- yer . . . me boy, Kim . . .
 let's get movin' . . . now . . .
 time's . . .

Juvy hugs Kimi tightly as Lexis breathes his last. Kimi sobs wretchedly. Juvy rocks him gently, strokes his hair.

INT. BRIAR HEDGE - NIGHT

The Shadowmen sniff the air.

EXT. TOWER OF ETERNITY - NIGHT

Juvy carries Kimi towards the overgrown tower. Lightning flashes around the summit.

She stops to catch her breath, looks up at it.

JUVY
 We're almost there Kim we --

Kimi looks up, and Juvy gasps.

His eyes blaze. His features have begun to change.

JUVY
 Kimi --

KIMI
 Put me down.

Juvy starts to protest, he shuts his eyes. Their gemstones FLARE -- she's thrown onto the ground.

Kimi floats in mid-air. Looks back the way they came. He settles to earth. He starts toward the tower.

JUVY
 Kimi wait we -- Kimi!

She grabs his arm -- he turns -- she recoils -- he's begun to resemble Darkchylde.

KIMI
It's showtime.

INT. TOWER OF ETERNITY - MAIN LEVEL

Juvy looks around at the huge, dark space. Kimi moves deeper into the chamber. He seems to ABSORB the darkness.

KIMI
Do you feel that?

He opens his tunic. His gemstone BLAZES DARKLY. Ghostly wisps of magical energy point up the dark stone ramp. Juvy peers uncertainly into the gloom. She lights a torch.

The sputtering light reveals immense columns and archways shrouded in darkness. There are statues of warriors, Elves, Dwarves, and Monsters, frozen in eternal strife.

KIMI
This way.

He starts up the ramp. Juvy follows cautiously. They pause at an intersection of passageways. Kimi stares into each. Finally he points down the center one.

JUVY
Are you . . .

He starts forward. Juvy glances around uneasily, hurries after him.

INT. TOWER OF ETERNITY - UPWARD CORRIDOR

They enter a hall where the walls have partially fallen in. Jumbled masonry and snowdrifts are everywhere. As they move deeper, they HEAR OS FOOTSTEPS behind them coming up fast.

Juvy grabs Kimi, slips behind a large pillar.

A flickering torch lights the passage, coming closer.

Juvy's hand tightens on her sword. Kimi lowers his head, breathes heavily. His gemstone glows darkly.

TALON (OS)
Juvy -- Juvy!

JUVY
Talon?

Talon, Hagilmyre, Fandyr and three Dwarf Commandos emerge from the darkened ramp. Juvy and Talon run to hug each other.

TALON
Thank the Gods!

JUVY
Talon . . . oh, god, Talon . . .

She clings to him, then looks at Fandyr. He's still subdued.

KING HAGILMYRE
Where's the boy?!

Kimi's gone! As they search for him -- the Shadowmen attack --

EXT. JAI'PURNA - GATES - NIGHT

Siege ladders THUD against the walls! Monsters climb up amid a rain of arrows, spears and burning oil.

Gigantic battering rams RUMBLE forward, protected by heavy wood and metal shields, manned by Ogres, Orcs, Trolls.

EXT. JAI'PURNA - ATOP THE WALLS - NIGHT

Anaroth shoves a ladder away from the wall. Its hideous occupants CRASH to earth. He ducks a barrage of arrows. Elf archers rain arrows down on the attackers, and scores of them fall.

D'THORA
Stop those rams! Keep 'em back
from the gates!

The HUGE SIEGE ENGINES roll forward, driven by fearsome beasts, mashing the bodies of the slain.

ANAROTH
Hold 'em -- hold 'em by Crom!
More men to the West Wall!

BATTLE GOBLINS clamber over the wall and are met with RINGING steel! Blood spurts -- armor's cleaved -- heads split -- limbs fly!

Defenders fall. Ogres and Trolls storm the battlements, slaughter savagely! Anaroth meets them, war hammer in one hand, sword in the other.

D'Thora and his Dwarves hit low, men and Elves hit high. Anaroth SMASHES a Troll through the air into several Ogres climbing over the wall -- they fall back.

INT. JAI'PURNA - PALACE - ROYAL WING - NIGHT

Iselin and four Court Physicians tend Agilmar. He breathes raggedly. One arm and part of his torso are black and raw.

The Chief Physician rises, shakes his head. As he moves away, Iselin kneels beside her husband.

He opens his eyes. She looks up.

General Tchalla and several Aides enter, bloody and battered. Tchalla's face falls when he sees the king's condition. The OS SOUNDS of BATTLE can be heard distantly.

Tchalla looks at the king's discarded armor.

Iselin sits beside Agilmar, holds his hand.

AGILMAR

I must return to the walls. I
cannot . . .

She holds his hand to her heart.

ISELIN

Rest my beloved . . . you have
done all that you can.

He looks into her eyes.

AGILMAR

To have to leave thee thus . . .

ISELIN

Thou wilt be in my heart . . .
forevermore.

She kisses him tenderly.

When she rises, the Chief Physician nods to the others. They file out slowly. Tchalla starts to exit with them.

ISELIN

Wait.

He looks back.

EXT. JAI'PURNA - CITY GATES - NIGHT

Huge battering rams SMASH into the gates -- they begin to buckle.

EXT. JAI'PURNA - ATOP THE WALLS - NIGHT

An Ogre knocks D'Thora down, raises its spear to finish him. Anaroth's sword BURSTS through its torso. He lifts it bodily, hurls it off the wall. He helps the doughty Dwarf to his feet. Both are battered and bloody.

ANAROTH
Pull back and regroup!

He hands D'Thora to several Dwarves who carry him down.

ANAROTH
Fall back! Fall back to the Main
Square! Archers!

Arrows rain down on the Attackers. Their shields deflect most of them.

EXT. JAI'PURNA - BATTLEFIELD - NIGHT

Darkchylde watches from a hilltop, his dark aura BLAZES. He breathes the stench of death deeply, HOWLS with demonic laughter.

EXT. JAI'PURNA - STREET - NIGHT

Monsters swarm over the walls, HOWLING.

Battering rams SMASH the gates down. With a ROAR the Demons surge in. The Defenders barely have time to brace before the hideous wave CRASHES against them.

The streets RING with steel and SCREAMS, flow with blood. It's a deadly sea of swords -- pikes -- spears -- maces -- clubs -- battle axes.

Defenders fall in droves, forced back. Just as all looks lost, a TRUMPET sounds -- followed by a BATTLE CRY --

Iselin gallops into battle on Agilmar's horse, in his armor, followed by Tchalla and a score of armed CIVILIANS.

D'Thora staggers to his feet. He and the Dwarves surge back into the fight.

D'THORA
Yeee-haaaaa!

The Defenders rally. Iselin leads them in a last-ditch attempt to hold the hideous tide.

Her Elf blade cuts through the Monsters mercilessly. The assault falters.

GENERAL TCHALLA
Drive them back! Back!

Heartened Defenders leap into the fight. Darkchylde swoops down on his Hell Beast and smashes Defenders with his spiked mace as he soars towards Iselin.

The white horse rears, Iselin gallops at Darkchylde -- they CLASH in an EXPLOSION of mystical steel that knocks both from their saddles.

Iselin gets to her feet. They circle warily and clash again. The BATTLE rages around them. She's knocked down, but she evades Darkchylde's blade, and slashes his leg.

DARKCHYLDE
You will beg for death, Elf bitch!

He attacks savagely. She fights valiantly, but even her skill isn't enough. She's forced back.

Anaroth's war club SMASHES Darkchild to one knee. He and Iselin press the attack. Darkchylde beats them back. D'Thora joins them, and all three battle the Demon Lord.

INT. TOWER OF ETERNITY - WORLD'S HEART

Kimi enters the dark chamber.

Above the central altar well the huge, fractured crystal sinks into a black, seething mass.

Kimi creeps forward, his eyes hard.

KIMI
I'm here . . . I'M HERE! Show me
what I must do! Help me! I
COMMAND YOU TO HELP ME!

His VOICE echoes with POWER. Behind him, Singh creeps out of the shadows, his flaming sword in hand . . .

Juvy enters and sees them. She hesitates, terrified of the Shadowman . . .

Singh FLOWS closer to the unsuspecting Banti . . .

Kimi raises his arms, focused upon the crystal. It turns lighter . . .

Singh's BLADE flashes down -- and is deflected by Juvy's!

Kimi huddles against the Altar as Juvy fights desperately, barely holding her own.

Singh smashes her sword away, his hand clamps around her throat. He lifts her off her feet. His other hand begins to pierce the armor and flesh over her heart.

Kimi steps forward, arms raised --

KIMI

NO!!!

A MYSTIC ENERGY BOLT rips through Singh. He SCREAMS in agony. Juvy falls to the ground, stunned.

Kimi's face is twisted in hate.

He BLASTS Singh with the gem's power again and again. Singh falls, his body blistered, smoking.

Juvy looks up, aghast. Kimi laughs delightedly, surrounded by a dark AURA.

JUVY

Kimi . . . Kimi -- no --

He turns to look at her, radiating dark, god-like power.

KIMI

-- look, Juvy! Look what I can do!

He BLAZES like an exploding star --

EXT. JAI'PURNA - STREET - NIGHT

Darkchylde drives his three foes back. He SWELLS monstrous above them, his mace poised -- and suddenly SCREAMS in agony! A shaft of SUNLIGHT pierces the sky, blasts through his body. The Invaders are thrown into panic.

Anaroth, D'Thora and Iselin look skyward. The Darkness is dispelled by shafts of golden sunlight.

ISELIN

They've done it . . . they've done it!

Darkchylde SCREAMS in rage/agony. He staggers back as his armies fall apart under the blistering light!

ISELIN

Now -- finish him!

They rush him.

Darkchylde writhes in agony! He uncovers his bloodstone, and SCREAMS a mystic spell --

An EXPLOSION of dark magic BLASTS those nearest to it off their feet! Darkchylde flickers in its depths a moment -- and hurtles into the skies like a DARK COMET!

INT. TOWER OF ETERNITY - WORLD'S HEART

Kimi's drunk with power. A mystic portal before him, shows the embattled city. He BLASTS the Invaders, his eyes wild.

Fandyr enters and helps Juvy to her feet.

JUVY

We have to stop him! Kimi! Kimi,
no!

FANDYR

Kim -- stop -- you don't know
what you're --

Their gemstones BLAZE darkly. They cry out and writhe in pain as the Dark Magic SLAMS into them. The power of their gems joins with Kimi's.

Kimi hurls cosmic BLASTS at the Invaders, laughs wildly. Singh leaps in and sinks his talons into Kimi's skull! Kimi's eyes roll back, he convulses.

EXT. JAI'PURNA - STREETS - NIGHT

The sunlight fizzles -- shorts -- and fades.

D'THORA

Uh-oh . . .

The Demons look around uncertainly. The Defenders brace as the Monsters rush into battle with terrifying ROARS.

INT. TOWER OF ETERNITY - WORLD'S HEART

Singh lifts Kimi's trembling body, drains his soul. Both of them BLAZE with dark Power. Kimi writhes in agony.

KING HAGILMYRE

NO!!!

He limps towards Singh, wounded and battered. His gemstone FLARES as he raises his battle-ax -- but suddenly he SCREAMS in agony!

Singh smiles as Hagilmyre's gemstone adds its power to Kimi's and his. They BLAZE with the Hellish light.

The huge crystal darkens . . . sinks into the black mire . . .

Singh drains their souls.

Darkchylde grabs Singh, and they clash in battle. Singh hangs onto Kimi as they struggle mightily.

They hurl titanic BOLTS of POWER -- the chamber BLAZES with the mystic duel!

Columns topple -- chunks are BLASTED out of walls and ceiling -- they shake the very foundations of the Temple.

EXT. JAI'PURNA - PALACE - NIGHT

The bodies of humans and monsters litter the streets. The Demon Army surges to the steps, where D'Thora, Anaroth, Iselin and the Defenders prepare for their final stand. From all sides, the sea of horror closes . . .

INT. TOWER OF ETERNITY - WORLD'S HEART

Singh BLASTS Darkchylde! The Demon Lord's consumed, SCREAMING. Singh falls to his knees, his twisted body smoking.

Juvy, Fandyr and Hagilmyre watch in fear as Singh mounts the Altar, holding Kimi up triumphantly. The little Banti AGES . . . grows TRANSLUCENT as Singh sucks him dry.

Singh HOWLS with triumph -- then a look of consternation fills his face. He trembles, SCREAMS -- and DARKCHYLDE GROWS OUT OF HIS PORES, completely taking him over.

Darkchylde holds Kimi in one powerful claw, his dark energy BLASTS into each of the others. They shudder and SCREAM, unable to escape.

Talon appears in the archway. He looks around desperately . . .

Juvy's sword lies at Darkchylde's feet.

Fandyr, Kimi, Juvy and Hagilmyre SCREAM in agony under Darkchylde's assault . . .

Talon scoops up the sword --

Darkchylde turns --

TALON

Yaaaaagh --

The sword RAMS through Darkchylde's throat -- SHATTERS the bloodstone. Darkchylde ROARS in pain --

The others drop to the ground, their bodies smoking and in pain.

Darkchylde SMASHES Talon away, pulls the sword out. Black blood spurts out, pits Talon's armor. SPINES and TENTACLES erupt from Darkchylde's pulsing body.

Kimi looks up, dazed, ragged, spent. He staggers towards the Altar.

Darkchylde sees him --

DARKCHYLDE

STOP -- !

He BLASTS Kimi through the air with a SEARING bolt of magic. Kimi bounces off of the altar, cries out in pain, tries to rise.

Darkchylde stalks towards him, claws and fangs bared, jaws dripping poisonous saliva . . . dark ICHOR drips from the shattered bloodstone in his throat . . .

Darkchylde looms over the tiny Banti -- a powerful claw swoops down -- Juvy lands on Darkchylde's back -- plunges her dagger deep into his eye! He ROARS, rearing up, swells in size.

JUVY

Run, Kim -- RUN!

Kimi crawls away.

Juvy STABS fiercely at Darkchylde. BLACK ICHOR sprays and splatters over her as the Demon Lord ROARS. Talon staggers forward and RAMS the sword through Darkchylde's abdomen.

Kimi drags himself toward the altar . . .

Darkchylde hurls Juvy off, kicks Talon across the chamber.

Talon SMASHES into the wall, and slumps to the floor.

Darkchylde turns on Kimi -- his remaining eye BLAZES. He takes a step -- the GROUND SHAKES --

Hagilmyre sinks his ax into Darkchylde's thigh! Darkchylde ROARS in pain -- seizes him --

Fandyr RAMS his staff into Darkchylde's heart! Darkchylde ROARS in pain as Fandyr's magic tears into him.

Kimi reaches the altar, drags himself to his knees . . .

KIMI

No . . . more . . .

He teeters on the rim --

-- below the World's Heart is ALMOST COMPLETELY COVERED with seething, cancerous Darkness.

Darkchylde flings Fandyr and Hagilmyre aside. He leaps at Kimi -- CLAWS and TENTACLES flail --

Kimi shuts his eyes -- topples onto the infected jewel --

DARKCHYLDE
NOOOOOOOOOO!!!

Kimi's tiny body hits the black putrescence -- he SCREAMS in agony as it greedily absorbs him.

Darkchylde reaches down into the well. His CLAWS sink into Kimi --

-- and the World's Heart BLAZES! Kimi's barely visible on top of it, buffeted by a STORM of unimaginable power.

DARK ENERGY tears through Darkchylde . . . he SCREAMS as he and Kimi begin to MERGE.

The others watch Kimi and Darkchylde FLOW AND MELT INTO EACH OTHER until it's impossible to tell where one ends, and the other begins.

Kimi's disappearing fast.

Darkchylde swells and grows huge and powerful.

Kimi slowly reaches for Darkchylde . . .

DARKCHYLDE
NOOOOOOOOOOOO!!!

KIMI
All are One . . .

He hugs Darkchylde. They VAPORIZE as a column of WHITE LIGHT pours out of the Tower, into the skies.

JUVY
KIMIIIIIIIII --

She starts towards him. Talon pulls her back. She watches, anguished, as --

EXT. THE TOWER OF ETERNITY - NIGHT

The white light BLAZES up into the roiling black skies. As the two forces meet a THUNDERCLAP shakes the fabric of existence --

INT. TOWER OF ETERNITY - WORLD'S HEART

Talon, Fandyr, Juvy and Hagilmyre shield their eyes as brilliant white light surges upward and the world TREMBLES around them . . .

EXT. THE TOWER OF ETERNITY - NIGHT

The cancerous Darkness coalesces around the light -- it flickers --

INT. TOWER OF ETERNITY - WORLD'S HEART

Juvy looks up at the altar, tears in her eyes.

JUVY

Kimi . . .

She crawls to the faltering light. Talon starts to grab her but Fandyr stops him.

Juvy drags herself onto the altar -- plunges a hand in -- is instantly CONSUMED by the darkening shaft of energy.

Talon watches in anguish.

INSIDE the MAELSTROM, Juvy gropes desperately.

Her hand passes through Kimi -- almost completely insubstantial.

Weakly, she pulls him to her. Kimi opens his eyes, dazed. Juvy fiercely hugs him tightly -- and DARKCHYLDE'S BALEFUL ESSENCE suddenly SWIRLS around them.

The Demon Lord slashes and tears at their fragile bodies. Both of them cry out in pain and despair . . . as they begin to FRAGMENT . . .

Talon slips his arms around them. What's left of Juvy looks up, startled. They brace themselves against the STORM of DARK FURY that is Darkchylde.

Hagilmyre joins them . . . and Fandyr. Their GEMS struggle against the engulfing Darkness . . . grow BRIGHTER . . .

Darkchylde's HOWL of rage TEARS at them. They're DISSOLVING . . .

EXT. THE TOWER OF ETERNITY - NIGHT

The light SHATTERS the Darkness, spreads like a beacon. In the dispelling Darkstorm, stricken monsters SHRIEK and writhe . . .

EXT. DEADLANDS - NIGHT

The LIGHT spreads like a healing balm.

EXT. JAI'PURNA - PALACE - NIGHT

The Demons surge up the steps.

The Defenders fall under the attack --

Great shafts of golden light illuminate the embattled city.

The Demon Army HOWLS -- many of them BURST into flames, others CRUMBLE into dust. A strong WIND scatters their ASHES and CRUMBLING BODIES . . .

Iselin, D'Thora, Anaroth and the others, exhausted, bloodied, bedraggled, look up in wonder at the dispelling Darkness.

EXT. JAI'PURNA - NIGHT

A shockwave of light blasts through the Demon Army. They SHATTER into dust, HOWLING in pain. As the last of them disintegrates, the Defenders emerge from the main gate. They look around.

EXT. TOWER OF ETERNITY - DAY

Our heroes drag themselves into the new day. Fandyr carries Kimi, Juvy leans on Talon. The surviving Dwarves stagger out behind them. They look at the blighted landscape . . .

Grass pushes through the cracked soil. Flowers bloom, trees sprout leaves and healthy bark. Animals emerge cautiously, sniffing the air.

They look down sadly at Kimi's still form. Suddenly -- he coughs . . . gasps . . . begins to breathe.

FANDYR

Son of a bitch!

Juvy hugs Kimi. They all look like warmed-over Hell.

KIMI

. . . d - did we . . .

JUVY

Yes. You did it.

He looks up at her, they hug.

Above them, birds soar through the clearing skies.

EXT. JAI'PURNA - DAY

. . . and circle above the City. It's on the mend. Banners SNAP in the breeze, a festive feel is in the air.

EXT. JAI'PURNA - PALACE STEPS - DAY

Iselin, dozens of Ministers, Generals, Senators, Statesmen, Elves and Dwarves, including King Hagilmyre, face the gathered population. There's an excited BUZZ.

The Banti villagers stand in a place of honor near the dignitaries, Beryl and her children among them. They're cleaned up, healed, and wearing new clothing.

TRUMPETS blare, and all eyes turn to the far end of the broad avenue. A group of mounted RIDERS gallops towards the palace: Juvy, Talon, Kimi, Fandyr, D'Thora, and Anaroth.

As they pass, Palace Guards and rows of Men, Elves and Dwarves salute crisply.

Kimi rides with Juvy, uncomfortable in his new clothes. He spots his family, waves excitedly, shows Juvy.

Beryl beams proudly, and gestures for him to sit up straight. The Banti laugh delightedly, and point proudly at their tiny hero.

Our heroes gallop to the palace and dismount. They walk up the broad steps. Juvy carries Kimi in her arms. She sets him down at the top.

Iselin regards Juvy a moment then hugs her tightly. Juvy steps back, and six G'ANZIR form up around her. She glances off --

-- in time to see Talon look away. A G'anzir helmet flies at him -- startled, he catches it. He looks back at --

-- Juvy who raises an eyebrow.

Talon pretends to think it over . . . smiles.

Iselin presents medals to all of them. Kimi proudly shows his medal to Fandyr. Fandyr lifts him onto his shoulders and the crowd CHEERS!

Doves are released into the skies. SUPER:

"And They Lived Happily Ever After!"

FADE OUT.